

2025

**G. K. CONSULTANTS LIMITED**  
**37th ANNUAL REPORT**



## **BOARD OF DIRECTORS**

### **CHAIRMAN**

Mr. Nitin Batri

### **MANAGING DIRECTOR**

Mrs. Saroj Gupta

### **NON-EXECUTIVE NON-INDEPENDENT DIRECTOR**

Mr. Bakhshish Gupta

### **NON-EXECUTIVE –INDEPENDENT DIRECTOR**

Mr. Yash Saraswat

Mr. Nitin Batri

### **EXECUTIVE DIRECTOR**

Mr. Pradeep Kumar Misra

## **BOARD COMMITTEES**

### **AUDIT COMMITTEE**

Mr. Nitin Batri	Chairperson
Mr. Yash Saraswat	Member
Mrs. Saroj Gupta	Member

### **SHARE ALLOTMENT AND TRANSFER COMMITTEE**

Mr. Pradeep Kumar Misra	Chairperson
Mrs. Saroj Gupta	Member

### **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Yash Saraswat	Chairperson
Mr. Nitin Batri	Member
Mr. Bakshish Gupta	Member

### **STAKEHOLDER RELATIONSHIP COMMITTEE**

Mr. Yash Saraswat	Chairperson
Mr. Nitin Batri	Member
Mrs. Saroj Gupta	Member

## **KEY MANAGERIAL PERSONNEL**

Mrs. Saroj Gupta- Managing Director

Mrs. Pradeep Kumar Misra- Chief Financial Officer

Mrs. Khushambi-Company Secretary

**CORPORATE INFORMATION****AUDITORS****STATUTORY AUDITORS**

M/s Vinod Kumar Gupta & Associates  
Chartered Accountants, (FRN. No. 002377C)  
Block No. 31/F/9,  
OPP. LIC Building, Sanjay Place  
Agra – 282002, Uttar Pradesh  
Tel: 0562-2520211, 2522129  
Email Id: [nikhilguptafca@gmail.com](mailto:nikhilguptafca@gmail.com)

**INTERNAL AUDITORS**

Ayesha Gupta & Co., Chartered Accountants  
UG-5, Ocean PLAZA (P5)  
Sector 18, Noida-201301

**SECRETARIAL AUDITORS**

G Rishabh & Company  
Company Secretaries,  
IIM Lucknow Campus B-1, Front Ave,  
Institutional Area, Block B, Industrial Area  
Sector 62, Noida, Uttar Pradesh 201301  
Email Id: [csrishabh98@gmail.com](mailto:csrishabh98@gmail.com)

**CIN NO: L74140DL1988PLC034109****REGISTERED OFFICE**

Plot No. 17, Road No. 35 Ground Floor Punjabi  
Bagh, Delhi-110026  
Mob.:9312235713  
Email Id: [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in)  
Website: [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com)

**REGISTRAR & SHARE TRANSFER AGENTS**

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3<sup>rd</sup>Floor, 99, Madangir,  
New Delhi – 110062  
Tel.: 011-29961281-283  
Fax.: 011-29961284  
website: [www.beetalfinancial.com](http://www.beetalfinancial.com)  
Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**PRINCIPAL BANKERS**

HDFC Bank Limited  
Utkarsh Small Finance Bank

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**G. K. CONSULTANTS LIMITED**  
**PROJECT CONSULTANTS – CONCEPT TO COMMISSIONING**  
**CIN: L74140DL1988PLC034109; Contact No : 9312235713**  
**Web: <https://gkconsultantsltd.com>; E-mail Id: [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in)**  
**R/o PLOT NO. 17, ROAD NO. 35 GROUND FLOOR PUNJABI BAGH, DELHI-110026**

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**NOTICE**

NOTICE is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of G.K. Consultants Limited will be held on Saturday, July 12, 2025 at 04:00 P.M. IST through video conferencing ("VC")/other Audio-Visual Means ("OAVM") transact the following business:

**ORDINARY BUSINESS**

**ITEM NO: 1- TO ADOPT THE AUDITED FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** with or without modification:

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

**ITEM NO. 2: TO APPOINT STATUTORY AUDITORS AND FIX THEIR REMUNERATION.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** with or without modification:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon completion of the term of five years by the retiring auditor, M/s. Vinod Kumar Gupta & Associates, Chartered Accountants (Firm Registration No. 002377C), who shall retire at the conclusion of this meeting and is not willing for reappointment, M/s. Punam Kumar Gupta & Associates, Chartered Accountants (Firm Registration No. 013416N), be and is hereby appointed as the Statutory Auditor of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 42<sup>nd</sup>, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be fixed by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any of the Director and/or Company Secretary of the Company be and is hereby authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

**SPECIAL BUSINESS:**

**ITEM NO. 3: TO INCORPORATE A MAIN OBJECT AND ALTERATION OF MEMORANDUM OF ASSOCIATION TO ALIGN WITH THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** with or without modification:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules thereunder, and subject to the approval

of the Registrar of Companies, Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), and such other regulatory or statutory authorities as may be required, the consent of the shareholders of the Company be and is hereby accorded to alter Clause III (A) of the Memorandum of Association of the Company by inserting the following new sub-clauses no. as part of the main objects of the Company:

5. "To carry on the business of financing and lending against the security of movable and immovable assets including but not limited to gold, jewellery, vehicles, property, shares, debentures, bonds, and other financial instruments and non-financial instruments, and to carry on the business of financing by way of loans, advances, hire-purchase, leasing or otherwise to individuals, firms, companies, and other entities with or without any security, in accordance with the applicable laws, rules and regulations."

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be amended and restated in accordance with the provisions of the Companies Act, 2013, including updated clause headings, object classifications and structure, as prescribed under Companies Act, 2013.

**RESOLVED FURTHER THAT** the Articles of Association of the Company be amended and replaced with a new set of Articles in line with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI Guidelines as applicable to Non-Banking Financial Companies (ND-NSI) including provisions relating to governance, board structure, and shareholder rights.

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer or Company Secretary of the Company be and is hereby authorised to take all necessary steps to give effect to the above resolution, including preparation, execution, filing and submission of necessary forms and documents with the Ministry of Corporate Affairs (MCA), SEBI, stock exchanges, RBI and any other statutory authority, and to do all acts, deeds and things in connection therewith."

#### **ITEM NO. 4: TO UTILIZE THE FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT**

To consider and, if thought fit, to pass the following resolution as a *Special Resolution* with or without modification:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws and regulations (including any amendment thereto or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the utilisation of the proceeds raised through the preferential allotment of securities approved by the Board of Directors at its meeting held on August 29, 2024 and subsequently approved by the shareholders on September 28, 2024, under the 'General Corporate Purposes' head to the extent of 18.30% of the total funds raised, towards meeting the working capital requirements of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to finalise and execute all documents and writings and to do all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

#### **ITEM NO. 5: TO REGULARIZE THE APPOINTMENT OF MRS. SAROJ GUPTA AS MANAGING DIRECTOR**

To consider and, if thought fit, to pass the following resolution as an *Ordinary Resolution* with or without modification:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the said Act, and in accordance with the Articles of Association of the Company, the appointment of Mrs. Saroj Gupta (DIN: 07793920), who was appointed as an Additional Director and designated as Managing Director of the Company by the Board of Directors with effect from May 30, 2025, and who holds office up to the date of this General Meeting pursuant to Section 161(1) of the Companies Act, 2013, be and is hereby regularized and confirmed as Managing Director of the Company for a period of 3 (three) years, with effect from May 30, 2025, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine the terms and conditions of his appointment including remuneration and to revise the same from time to time within the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine and revise, from time to time, the terms and conditions including remuneration of Mrs. Saroj Gupta, within the overall limits as prescribed under the Companies Act, 2013 and Schedule V thereto, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

**ITEM NO. 6: TO REGULARIZE THE APPOINTMENT OF MR. PRADEEP KUMAR MISRA AS AN EXECUTIVE DIRECTOR**

To consider and, if thought fit, to pass the following resolution as an *Ordinary Resolution* with or without modification:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, the appointment of Mr. Pradeep Kumar Misra (DIN: 10427711), who was appointed as an Additional Director designated as Executive Director of the Company with effect from May 30, 2025 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, be and is hereby regularized and approved as an Executive Director of the Company for a period of 3 (Three) years with effect from May 30, 2025, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine the terms and conditions of his appointment including remuneration and to revise the same from time to time within the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO. 7: TO APPOINT SECRETARIAL AUDITOR**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an *Ordinary Resolution* with or without modification:

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the consent of the members of the Company be and is hereby accorded to appoint M/s G Rishabh & Co., Practicing Company Secretaries,

having CP No.: 26699, as the Secretarial Auditor of the Company for a continuous period of five financial years commencing from FY 2025-26 to FY 2029-30, to conduct the Secretarial Audit of the Company, at a remuneration as may be mutually agreed between the Board of Directors and the said Secretarial Auditor, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO.: 8: TO APPROVE THE RELATED PARTY TRANSACTION**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on “Materiality of Related Party Transactions and dealing with Related Party Transactions, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company (including any Committee thereof), to enter into and/or continue to enter into contract(s)/arrangement(s)/transaction(s) with Prrsaar Sampada Private Limited, a related party of the Company, for an aggregate value not exceeding Rs.10 Crores (Rupees Ten Crores only) per financial year in one or more tranches, in the ordinary course of business and at arm’s length basis, as per the terms and conditions as may be mutually agreed upon.

**RESOLVED FURTHER THAT** the shareholders do hereby ratify the related party transaction entered by the company with Prrsaar Sampada Private Limited during the F.Y. 2024-25, which were also undertaken in the ordinary course of business and at arm’s length price.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, including but not limited to finalising and executing necessary documents, agreements, and such other writings as may be required.”

**Place: New Delhi**  
**Date: May 30, 2025**

**By order of the Board of Directors**  
Sd/-  
**Nitin Batri**  
**Chairperson**  
**(DIN: 02271294)**

**REGISTERED OFFICE:**  
**Plot no. 17, Road No. 35 Ground Floor Punjabi**  
**Bagh, Delhi-110026**  
**CIN: L74140DL1988PLC034109**  
**Phone: 011- 26489431, 9891254132**  
**Fax:011- 26489299**  
**Email: akg\_gkcl@yahoo.co.in**  
**Website: www.gkconsultantsltd.com**



**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2023 and December 28, 2023 (collectively referred to as "MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2023/62 dated 13th May 2023, SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 05th January 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 issued by Securities and Exchange Board of India ("SEBI Circular") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), permitted convening of the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
6. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in).
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India and Regulation 44 of the Listing

Regulations, as amended and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM and for this purpose, it has appointed NSDL to facilitate voting through electronic means. Accordingly, the facility of casting votes by a member using remote e-Voting system before the AGM (e-voting period) as well as remote e-Voting during the AGM will be provided by NSDL.

9. Members who have casted their votes by remote e-voting during e-voting period may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice.
10. The Board has appointed CS Chetan Prasad, (Membership No. ACS A71905) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
11. Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Saturday, July 05, 2025, may cast their votes electronically. The e-voting period commences on Wednesday, July 09, 2025 (9:00 a.m. IST) and ends on Friday, July 11, 2025 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been casted. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Saturday, July 05, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
13. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. **Saturday, July 05, 2025**, may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. **Saturday, July 05, 2025**, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
14. In compliance with the Circulars, the Annual Report 2024-25, the Notice of the 37<sup>th</sup> AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).
15. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Beetal Financial & Computer Services Pvt. Ltd. at [beetalrta@gmail.com](mailto:beetalrta@gmail.com), to receive copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Beetal Financial & Computer Services Pvt. Ltd. either by email to <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a> or by post to Beetal

	Financial & Computer Services Pvt. Ltd., Unit: G K Consultants Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi - 110062	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures /bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

16. Members may also note that the Notice of the 37<sup>th</sup> AGM and the Annual Report 2024-25 will also be available on the Company's website, <https://www.gkconsultantsltd.com>, websites of the stock exchange, i.e. BSE, at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL, <https://www.evoting.nsdl.com>.
17. Additional information, pursuant to Regulation 36 of the LODR Regulations and SS – 2 issued by ICSI, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
18. As per the latest SEBI circular, shareholders holding physical securities are requested to furnish their PAN, KYC details, and nomination to the Company's RTA, Beetal Financial & Computer Services Pvt. Ltd., at [beetalrta@gmail.com](mailto:beetalrta@gmail.com). While the earlier mandate for freezing folios and referral under PMLA and Benami Acts has been withdrawn, shareholders are encouraged to complete their KYC and nomination details to ensure seamless servicing of their holdings. Members holding shares in demat form are requested to update their details with their respective Depository Participants.
19. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
20. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Board in this behalf after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within the prescribed timeline of Listing Regulations. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com).
21. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on July 09, 2025 (Wednesday) at 09:00 A.M. and ends on July 11, 2025 (Friday) at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 05, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 05, 2025.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your</li> </ol>

	<p>User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress</li> </ol>

	and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cscp211121@gmail.com](mailto:cscp211121@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to ( Ms. Pallavi Mhatre, Senior Manager) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note

that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the meeting.

**ANNEXURE TO THE NOTICE**

**Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned of the accompanying Notice dated June 20, 2025.**

**ITEM NO. 2**

The term of office of the current Statutory Auditors of the Company, M/s. Vinod Kumar Gupta & Associates, Chartered Accountants (Firm Registration No. 403014), will expire at the conclusion of this Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder.

The Board of Directors, on the recommendation of the Audit Committee, has proposed the appointment of M/s. Punam Kumar Gupta & Associates, Chartered Accountants (Firm Registration No. 013416N), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 42<sup>nd</sup> Annual General Meeting, subject to the approval of the members.

M/s. Punam Kumar Gupta & Associates have expressed their willingness to act as Statutory Auditors of the Company and have confirmed that the appointment, if made, will be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. They have also confirmed that they are not disqualified to be appointed as auditors under the said Act.

The Board recommends the resolution No. 2 set out in the Notice for approval of the members by way of **Ordinary Resolution**.

*None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.*

**ITEM NO. 3**

The existing object clause of the Company does not explicitly cover the business of granting loans against gold, vehicles, property, shares or other securities. In view of the proposed expansion and diversification of business activities, the Board of Directors considers it desirable to amend the Main Object Clause of the Memorandum of Association to specifically include such business.

Further, in order to align the Articles of Association with the provisions of the Companies Act, 2013, it is proposed to adopt a new set of Articles of Association in place of the existing one.

The proposed amendments to the Memorandum and Articles of Association require the approval of members by way of Special Resolution(s).

A copy of the draft Memorandum and Articles of Association of the Company is available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting.

The Board recommends the resolution No. 3 set out in the Notice for approval of the members by way of **Special Resolution**.

*None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.*

**ITEM NO. 4**

The Company had raised funds through preferential allotment of warrants convertible into equity shares on February 11, 2025, after obtaining due approval from the shareholders at the Annual General Meeting held on September 28, 2024. The proceeds of the said preferential issue were earmarked for general corporate purposes (i.e. 18.30%), as disclosed in the explanatory statement annexed to the notice of the said meeting.

In view of the growing operational scale and increased business activities of the Company, the management finds it necessary to all of the funds allocated for "general corporate purposes" towards working capital requirements, including but not limited to, salaries, vendor payments, administrative expenses, and other short-term funding needs for smooth functioning of operations.

This reallocation of funds will not affect any other objects for which the funds were originally raised and will help the Company in better liquidity management and enhancing operational efficiency.

Pursuant to good governance practices and in the interest of transparency, the Board of Directors recommends passing of the resolution as a Special Resolution for the approval of members to enable the utilization of funds earmarked for general corporate purposes toward working capital needs.

The Board recommends the resolution No. 4 set out in the Notice for approval of the members by way of **Special Resolution**.

***None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.***

**ITEM NO. 5**

Mrs. Saroj Gupta was serving as the Chief Financial Officer (CFO) of the Company and has been appointed by the Board of Directors as an Additional Director designated as Managing Director of the Company with effect from May 30, 2025, pursuant to Sections 161 and 196 of the Companies Act, 2013.

In terms of Section 161(1) of the Act, she holds office as an Additional Director only up to the date of this General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director.

Considering her contribution to the Company in her role as CFO, professional expertise, and leadership, the Board is of the view that her appointment as Managing Director will be in the best interests of the Company.

Upon her appointment as Managing Director, Mrs. Saroj Gupta will cease to hold the position of CFO in compliance with Section 203(1) of the Companies Act, 2013, which prohibits a Managing Director from simultaneously holding the position of CFO in certain cases.

The Board recommends the resolution No. 5 set out in the Notice for approval of the members by way of **Ordinary Resolution**.

***Mrs. Saroj Gupta (appointee and ex-CFO) is the Grandmother of Mr. Bakhshish Gupta who is the non-executive non-independent director of the Company may deem to be interested in the resolution, except them none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.***

**ITEM NO 6**

Mr. Pradeep Kumar Misra was appointed as an Additional Director designated as **Executive Director** of the Company by the Board of Directors with effect from May 30, 2025 pursuant to the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013.

In terms of Section 161 of the Act, Mr. Misra holds office only up to the date of this General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Pradeep Kumar Misra for appointment as a Director.

Considering his professional experience and contribution to the Company, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint Mr. Misra as Executive Director.

A brief profile of Mr. Pradeep Kumar Misra including the nature of his expertise, qualifications, and experience is provided in the annexure to this notice.

The Board recommends the resolution No. 6 set out in the Notice for approval of the members by way of **Ordinary Resolution**.

***None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.***

**ITEM NO 7**

The Company is required to appoint a Secretarial Auditor to conduct the secretarial audit as prescribed under Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) Regulations, 2015. It is proposed to appoint M/s G Rishabh & Co. Practicing Company Secretaries COP: 26699 as Secretarial Auditor of the Company for a continuous period of five financial years from F. Y. 2025-26 to FY 2029-30.

The proposed firm has the necessary experience and expertise in handling secretarial audit of listed entities. The Board of Directors recommends the resolution for the approval of the members.

The Board recommends the resolution No. 7 set out in the Notice for approval of the members by way of **Ordinary Resolution**.

***None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.***

**ITEM NO 8**

The Company, in its ordinary course of business, has been transacting with Prrsaar Sampada Private Limited, a stock broking company and a related party as per the applicable provisions of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations. The transaction(s) are being carried out at arm's length basis and in the ordinary course of business.

During the previous financial year, the Company entered into transaction(s) with Prrsaar Sampada Private Limited amounting to approximately Rs. 300 Lakhs (Three hundred lakhs). Based on projected requirements and to ensure operational continuity and flexibility, the Board proposes to

seek prior approval of the shareholders for related party transaction(s) with Prsaaar Sampada Private Limited for an amount not exceeding Rs. 1000 lakhs.

Though the transaction is in the ordinary course of business and on an arm's length basis, it may exceed the materiality threshold as prescribed under Regulation 23(1) of SEBI Listing Regulations, i.e., 10% of the annual consolidated turnover of the Company, and hence prior approval of shareholders is being sought.

The Board recommends the resolution No. 8 set out in the Notice for approval of the members by way of **Ordinary Resolution**.

*None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.*

**INFORMATION REQUIRED TO BE FURNISHED UNDER SECRETARIAL STANDARD-II AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

**TABLE A**

<b>Name, Director Identification Number and designation of the Director</b>	Mrs. Saroj Gupta (DIN- 07793920) Managing Director	Mr. Pradeep Kumar Misra (DIN: 10427711) Executive Director
<b>Age Date of Birth</b>	69 years November 9, 1956	67 Years May 18, 1958
<b>Date of first appointment on the Board</b>	May 30, 2025	May 30, 2025
<b>Qualifications</b>	Bachelor of Arts	Masters of Arts
<b>Brief Resume and Expertise in specific functional areas</b>	<p>Mrs. Saroj Gupta is an accomplished financial market professional with over 15 years of experience in stock broking and investment advisory. Holding a Bachelor of Arts degree, she has developed deep expertise in equity trading, client portfolio management, and market analysis. Her strong understanding of market dynamics and commitment to delivering value-driven solutions have earned her the trust of a broad base of investors.</p> <p>Throughout her career, Mrs. Gupta has demonstrated exceptional skills in identifying growth opportunities, managing risk, and providing personalized financial strategies. Her dedication to ethical practices and continuous learning makes her a respected figure in the financial services industry.</p>	<p>Pradeep Kumar Misra had a successful career in Bank of Baroda, where he served from 1982 to 2018, contributing over 36 years of experience in the banking sector. Throughout his career, he worked in various roles that involved financial management, customer service, and leadership. His expertise helped improve operational efficiencies and enhance client relationships, making him a respected professional within the banking community.</p> <p><b><u>Post-Retirement Engagement:</u></b></p> <p>Following his retirement in 2018, Mr. Mishra shifted his focus to social service, dedicating his time and resources to community development. His efforts primarily center around education, healthcare, and the upliftment of underprivileged communities. His work highlights a strong</p>

		commitment to creating social impact and improving the lives of others.
<b>Terms and conditions of appointment/ re-appointment</b>	As per companies Act 2013 and Listing Regulations.	As per companies Act 2013 and Listing Regulations.
<b>Details of remuneration last drawn (FY 2024-25) and sought to be paid, if applicable</b>	Rs. 4,80,000 (in professional capacity as CFO)	Nil
<b>No. of Board Meetings attended during the (FY 2024-25)</b>	9 out of 9 (in professional capacity as CFO)	Nil
<b>Inter-se relationships with other Directors, Manager and Key Managerial Personnel of the Company</b>	Mrs. Saroj Gupta is the Grandmother of Mr. Bakhshish Gupta who is the non-executive non-independent director of the Company.	NIL
<b>List of Companies/LLP in which Directorships held as on March 31, 2025 (excluding foreign Companies)</b>	1) Prsaa Properties Private Limited 2) Prsaa Com Trading Private Limited 3) Nivesh Consultancy Private Limited 4) Chaubara Eats Private Limited 5) Dadi Maa Rukmani Devi Foundation 6) NB World Development Forum 7) Vistaar Trading Service Private Limited 8) Prsaa Stocks Vidyapeeth Private Limited	1) Vishw Aarogya Samvardhan Sansthan Foundation
<b>Chairmanship / Membership of specified Committees of the Boards of Companies as on March 31, 2025</b>	Nil	Nil
<b>No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis</b>	1,58,874 equity shares of Rs. 10 each Nil	NIL

## **BOARD'S REPORT**

Dear Members,

The Board of your Company is delighted in presenting its 37<sup>th</sup> Annual Report. The Report is being presented along with the Audited Financial Statements for the Financial Year ended March 31, 2025.

### **FINANCIAL HIGHLIGHTS**

Particulars	(Figures in Thousands)	
	For the year ended	
	March 31, 2025	March 31, 2024
Total Revenue from Operations	6155.49	10991.30
Total Expenses	5793.10	9105.72
Profit/(Loss) Before Tax	368.66	1885.59
Provisions for Taxes	-	-
Profit/(Loss) before Tax	368.66	1885.59
Deferred tax	93.00	459.81
Earnings Per Share (Re.)	0.05	0.27

### **NBFC REGISTRATION**

Your Company is a Non-Banking Financial Company registered with RBI vide Certificate of Registration No. B- 14.00143 dated 12.09.2001. The Company is regular in making compliances of various rules and regulations made by RBI for NBFCs.

### **COMPANY'S PERFORMANCE**

For the fiscal year ending March 31, 2025, the company achieved a revenue of ₹6,155.49 thousands, compared to ₹10,991.30 thousands in the previous year. Total expenses were reduced to ₹5,793.10 thousands from ₹9,105.72 thousands. As a result, Profit Before Tax (PBT) declined sharply to ₹368.66 thousands, down 80% from ₹1,885.59 thousands in FY 2023–24.

Earnings per share (EPS) correspondingly decreased to ₹0.05 from ₹0.27, underscoring the impact of margin compression.

Your directors are putting in their best efforts for exploring more business opportunities so as to increase the growth and profitability of the Company in the years to come.

A detailed discussion on the business performance and future outlook has been given in 'Management Discussion and Analysis Report' (MDAR).

### **SHARE CAPITAL:**

#### **CHANGES IN THE CAPITAL STRUCTURE:**

During the year under review, the Authorized Share Capital of the Company increased from existing Rs. 6,00,00,000/- (Rupees Six Crores) consisting of 60,00,000 (Sixty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) consisting of 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupee Ten) each by inserting 60,00,000 Equity Shares of Rs. 10 each vide resolution passed on May 17, 2024 through Extra-ordinary General Meeting.



**PREFERENTIAL ALLOTMENT:**

During the financial year 2024-25, the Company raised funds through the preferential allotment of warrants convertible into equity shares in accordance with the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with applicable rules and in compliance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

The Board of Directors, after obtaining the approval of shareholders in the Annual General Meeting held on September 28, 2024, allotted 60, 00,000 convertible warrants on a preferential basis, each carrying a right to apply for and be allotted one equity share of face value ₹10 each at a price of ₹15.30 per equity share (including a premium of ₹5.30 per share), aggregating to ₹9, 18, 00,000.

An amount equivalent to 25% of the issue price, was received upfront on the date of allotment of warrants in accordance with the applicable regulatory requirements. The balance 75% has been paid by the warrant holders at the time of exercise of the option to convert the warrants into equity shares on February 11, 2025.

The object of the preferential issue is to meet working capital.

The Company has complied with all applicable provisions of the Companies Act, 2013 and SEBI Regulations with respect to the aforesaid issue.

**ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) AND ARTICLE OF ASSOCIATION (AOA)**

Pursuant to the approval of the members at the Extra-ordinary General Meeting held on May 17, 2024, Clause V of the Memorandum of Association ('Capital Clause') was amended to increase the authorized share capital from ₹6,00,00,000 (divided into 60,00,000 equity shares of ₹10 each) to ₹12,00,00,000 (divided into 1,20,00,000 equity shares of ₹10 each). Consequential amendments were made to both the Memorandum of Association and the Articles of Association."

Further, at the Board Meeting held on May 30, 2025, the Board approved (subject to shareholder approval at the forthcoming Annual General Meeting and requisite regulatory filings) the alteration of the Main Object Clause of the Memorandum. The proposed changes aim to authorize the Company to expand into lending secured by movable and immovable assets—including gold, jewellery, vehicles, property, shares, debentures, and other financial instruments—and to conduct lending activities via loans, advances, hire-purchase, leasing, and other modes with or without security, in accordance with applicable regulations governing Non-Banking Financial Companies (NBFCs).

The proposed amendment is in line with the Company's strategic objectives to diversify its lending portfolio and extend its customer base. The alteration will be effected through a special resolution at the upcoming AGM and will be followed by filings with the Registrar of Companies and other relevant authorities, in accordance with Sections 13 and 61 of the Companies Act, 2013.

**CONSOLIDATED FINANCIAL STATEMENT**

In accordance with the Act and Indian Accounting Standard (IND AS) - 27 on Consolidated Financial Statements read with IND AS - 28 on Accounting for Investments in Associates, the audited Consolidated Financial Statements are not applicable to your Company hence no information is being provided.

**CHANGE IN NATURE OF BUSINESS**

During the year under review, there was no change in the nature of Business.

## **PERFORMANCE OF SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES**

Your Company does not have any Subsidiaries, Joint Venture and Associates Companies. Accordingly, no information is provided in respect of changes therein.

## **MATERIAL SUBSIDIARIES**

The Company does not have any subsidiary including Material Subsidiary.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

As on March 31, 2025, the composition of the Board is in conformity with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has an optimum combination of executive, non-executive and independent directors, including a woman director.

The Board comprises 5 (Five) Directors, which includes:

- 1 (One) Managing Director (Executive Director),
- 1 (One) Non-Executive Non-Independent Director, and
- 3 (Three) Non-Executive Independent Directors, including 1 (One) Woman Director.
- Mrs. Saroj Gupta is the Chief Financial Officer of the Company.
- Mrs. Khushambi is the Company Secretary of the Company.

The composition of the Board reflects a balanced mix of professionalism, knowledge, and experience in diverse fields, which enhances the quality of its deliberations and decision-making.

## **CHANGES IN KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of Section 149 and 152 of the Companies Act, 2013, read with the applicable Rules made thereunder, as amended from time to time, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following changes took place in the composition of the Board during the year under review:

- Mr. Piyush Prakash, Non-Executive Independent Director, ceased to be a Director of the Company upon completion of his tenure on September 29, 2024.
- Mr. Parameswaran Subramaniam, Non-Executive Independent Director, ceased to be a Director of the Company upon completion of his tenure on September 29, 2024.
- Mr. Anil Kumar Goel, Executive Director, resigned from the Board with effect from the close of business hours on April 11, 2024, due to advanced age and health issues.
- Mr. Rajan Gupta was appointed as an Executive Director at the Board Meeting held on April 18, 2024, and his appointment was regularized by the shareholders at the Extra-Ordinary General Meeting held on May 17, 2024, for a term of three years from April 18, 2024 to April 17, 2027. He subsequently resigned from the post with effect from the close of business hours on August 22, 2024, due to personal reasons.
- Mr. Bakhshish Gupta was appointed as a Non-Executive Non-Independent Director at the Board Meeting held on August 29, 2024, and his appointment was regularized by the shareholders at the Annual General Meeting held on September 28, 2024.
- Mr. Yash Saraswat was appointed as an Independent Director at the Board Meeting held on March 09, 2024, and his appointment was regularized by the shareholders at the Extra-Ordinary General Meeting held on May 17, 2024, for a term of five years from March 09, 2024 to March 08, 2029.
- Mr. Nitin Batri was appointed as an Independent Director at the Board Meeting held on March 19, 2024, and his appointment was regularized by the shareholders at the Extra-Ordinary

General Meeting held on May 17, 2024, for a term of five years from March 19, 2024 to March 18, 2029.

- Mrs. Saroj Gupta, who was serving as the Chief Financial Officer (CFO), has been appointed as the Managing Director (MD) of the Company with effect from May 30, 2025, and consequently, she ceased to act as CFO.
- Mr. Pradeep Kumar Misra was appointed as an Additional Director and Chief Financial Officer (CFO) with effect from May 30, 2025. His appointment as a Director is subject to regularization at the ensuing Annual General Meeting.
- Mrs. Geeta Hans and Mrs Divya Malini Gupta resigned from the position of Independent Director and Managing Director respectively of the Company with effect from the close of business hours on May 30, 2025, due to personal reasons and other pre-occupations.

The Board places on record its appreciation for the valuable contributions made by the outgoing Directors during their tenure and welcomes the newly appointed Directors to the Board.

### **DECLARATION OF INDEPENDENCE U/S 149(6)**

The Board has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and in the opinion of the Board they fulfill the conditions specified in the Act and the Rules made thereunder and are Independent of the management.

### **BOARD MEETINGS**

During Financial Year 2024-2025, the Board met 9 Times i. e. April 18, 2024; May 30, 2024; August 12, 2024; August 29 2024; October 15, 2024; October 22, 2024; October 28, 2024; February 11, 2025; February 14, 2025.

The necessary quorum was present for all the meetings.

The Company holds the board meeting in compliance with law and the gap between two meetings did not exceed one hundred and twenty days during the FY 2024-25. The detailed agenda and notes thereon are sent to all the directors seven days in advance from the date of Board Meeting. The Managing Director appraised the Board on the overall performance of the Company at every Board Meeting. The Board reviews the performance of the Company and sets the strategy for future. The Board takes on record the actions taken by the Company on all its decisions periodically.

For details, please Refer Report on Corporate Governance of the Financial Year 2024-25.

### **ANNUAL EVALUATION - BOARD AND ITS COMMITTEES**

The Nomination and Remuneration ("NR") Committee has laid down proper criteria and procedure to evaluate and scrutinize performance of the Chairman, each Director (including Executive, Non-Executive and Independent Directors), of the Board as a whole and its committee.

As per laid down procedure, the Independent Directors held a separate meeting to review the performance of the Chairman of the Company after considering the views of Executive and Non-Executive Directors. The Independent Directors also reviewed performance of every Executive and Non-Executive Director of the Board. The performance evaluation of each Independent Director was done by the entire Board (except the Independent Directors being evaluated).

The performance of each committee has been evaluated by its members and found to be highly satisfactory. On the basis of this exercise, the NR Committee and the Board, after recognizing the

important contribution being made by each Independent Director has decided that all Independent Directors should continue to be on the Board.

### **REMUNERATION POLICY**

Your Company has set up a Nomination and Remuneration ('NR') Committee pursuant to Section 178 of the Act which has formulated a Policy for Directors' Appointment and remuneration for Directors, KMP and other employees. They have also developed the criteria for determining qualifications, positive attributes and Independence of a Director including making Payments to Non-Executive Directors, if any.

Pursuant to the provisions of Section 197(12) of the Act read with Rules made thereof, Remuneration details of the Employees, KMPs and Directors along with the details of the Ratio of the Remuneration of each Director to the Median Employee's Remuneration Forms Part of the Report and are attached as **Annexure – I**.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors make the following statement in terms of Section 134(3)(c) & (5) of the Act, which is to the best to their knowledge and belief and according to the information and explanations obtained by them:

- a. that in the preparation of the Annual Accounts for the Financial Year ended March 31, 2025, the applicable Accounting Standards have been followed along with proper explanation relating to Material Departures;
- b. that Appropriate Accounting Policies have been Selected and applied consistently and Judgments and Estimates that are reasonable and Prudent have been made so as to give a true and fair view of the State of Affairs as at March 31, 2025 and of the Profit of your Company for the Financial Year ended March 31, 2025;
- c. that Proper and Sufficient care has been taken for the Maintenance of adequate accounting Records in accordance with the Provisions of the Act, for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d. that the Annual Accounts for the Financial Year ended March 31, 2025 have been prepared on a going concern basis;
- e. that the Directors have laid down Internal Financial Controls which were followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **CORPORATE GOVERNANCE**

At G.K. Consultants Limited, it is our firm belief that the essence of Corporate Governance lies in the phrase 'Your Company'. It is 'Your' Company because it belongs to you – the shareholders. The Chairman and Directors are 'Your' fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes 'Your' long-term value.

The Company believes that the Code of Corporate Governance is an excellent tool to secure the Corporate Excellence in the country. Hence, the Company is in full Compliance with the Norms and disclosures that have to be made on Corporate Governance as per the Requirements of Schedule V(C) of Listing Regulations.

The Board has also evolved and adopted a Code of Conduct based on the principles of Good Corporate Governance and best management practices being followed. The Code is available on the website of your Company [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com).

A Report on Corporate Governance along with 'Certificate on its compliance is annexed hereto as **Annexure - II**.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A detailed chapter on 'Management Discussion and Analysis' (MDA), pursuant to Regulation 34 and Schedule V(E) of Listing Regulations, is annexed hereto as **Annexure – III** and forms part of this Annual Report.

### **TRANSFER TO GENERAL RESERVE**

During the year under review, the Company has not transferred any amount to General Reserves.

### **CONTINGENT PROVISION ON STANDARD ASSETS**

Your Company has created a general provision of Rs. 462.61 thousands at 0.40% of the outstanding standard assets as per notification no. RBI/2014-15/299 dated 10th November, 2014 issued by RBI for all NBFCs.

### **DIVIDEND**

To conserve funds for undertaking future activities, your Board has decided to not to recommend any Dividend for the Financial Year under review.

### **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

During the year under review, as there was no amount due to transfer in IEPF, accordingly no amount has been transferred to IEPF.

### **DEPOSITS**

During the year under review, the Company did not accept any deposit from public accordingly no information is required to be appended to this Report in terms of Non-Banking Financial Companies (Reserve Bank) Directions, 1977.

### **MATERIAL CHANGES AND COMMITMENTS**

As required under Section 134(3) of the Act, the Board of Directors informs the members that during the financial year i.e. 31 March, 2025, there have been no material changes between the closing of the financial year of the Company till the date of this report, except as disclosed elsewhere in the Annual Report.

### **LOANS, GUARANTEES AND INVESTMENTS**

Details of Loans and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements. However, during the FY 2024-25 your Company has not provided any guarantee pursuant to provisions of Section 186 of the Act.

## **RELATED PARTY TRANSACTIONS**

During Financial Year 2024-25, there were related party transactions took place in ordinary course of business and at arm's length. Form AOC-2 pursuant to Section 134 (2) (h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is annexed hereto as **Annexure – IV** and forms part of this Annual Report.

The Company has adopted a policy on materiality of related party transactions and dealing with Related Party Transactions and the same is disclosed on the website of the Company, viz., [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com), under the heading “Investor”.

## **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

Your Company has in place a well formulated Vigil Mechanism/ Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The Policy enables the Employees, Directors and other stakeholders to raise their concern. There was no incident when the access to the Audit Committee was denied to any employees with respect to Vigil Mechanism.

The Vigil Mechanism/ Whistle Blower Policy has been displayed at the website of the Company, [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com), under the heading “Investor”.

## **AUDIT COMMITTEE**

The Audit Committee of your Company comprises of the following Directors:

1.	Mr. Nitin Batri	Chairperson
2.	Mr. Yash Saraswat	Member
3.	Mrs. Saroj Gupta	Member

During the year under review, the following changes took place in the composition of the Audit Committee:

- Mr. Piyush Prakash, Non-Executive Independent Director, ceased to be a chairperson of the Committee upon completion of his tenure on September 29, 2024.
- Mr. Nitin Batri was inducted as the Chairperson of the Audit Committee with effect from August 12, 2024.
- Mrs. Divya Malini Gupta resigned from the Board and consequently ceased to be a member of the Audit Committee with effect from May 30, 2025.
- Mrs. Saroj Gupta was inducted as a member of the Audit Committee with effect from May 30, 2025.

### **Details of recommendations of audit committee which were not accepted by the board along with reasons**

The Audit Committee generally makes certain recommendations to the Board of Directors of the Company during their meetings held to consider any financial results (Unaudited and Audited) and such other matters placed before the Audit Committee as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time. During the year the Board of Directors has considered all the recommendations made by the Audit Committee and has accepted and carried on the recommendations suggested by the Committee to its satisfaction. Hence, there are no recommendations which were unaccepted by the Board of Directors of the Company during the year under review.

## **STATUTORY AUDITORS**

M/s. Vinod Kumar Gupta & Associates, Chartered Accountants (Firm Registration No. 002377C), who were appointed as the Statutory Auditors of the Company for a term of 5 (Five) years at the 32<sup>nd</sup> Annual General Meeting (AGM), have completed their tenure in accordance with the provisions of Section 139 of the Companies Act, 2013 and are not willing for reappointment.



The Board of Directors, on the recommendation of the Audit Committee, has proposed the appointment of M/s. Punam Kumar Gupta & Associates, Chartered Accountants (Firm Registration No. 013416N), as the Statutory Auditors of the Company for a term of 5 (Five) years, subject to approval of the shareholders at the ensuing AGM.

The Board recommends the resolution for approval of the members.

### **SECRETARIAL AUDITOR**

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. G Rishabh & Co., (CP No 26699) a sole Proprietor of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for a term of 5 (Five) years, subject to approval of the shareholders at the ensuing AGM.

### **INTERNAL AUDITOR**

The Board of Directors of your Company has appointed M/s Ayesha Gupta & Co., Chartered Accountants, as internal auditors of the Company pursuant to the provision of Section 138 of the Companies Act for the financial year 2024-2025.

### **COST ACCOUNTANT**

Pursuant to provision of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014, the requirement of Cost Audit is not applicable on the Company.

### **AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT**

The observations of Auditors in their Report, read with the relevant notes to accounts are self-explanatory and therefore do not require further explanation pursuant to Section 134(3)(f)(i).

The Secretarial Audit Report for the Financial Year ended March 31, 2025 is annexed herewith as **Annexure - V**. The Secretarial Audit Report for FY 2024-25 also does not bear any adverse comments or observations that require any explanation pursuant to Section 134(3)(f)(ii).

### **INTERNAL CONTROL SYSTEMS**

Your Company has a proper and adequate system of internal controls. This ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

An extensive programme of internal audits and management reviews supplements the process of internal control. Properly documented policies, guidelines and procedures are laid down for this purpose. The Internal Control System has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets.

To strengthen the internal control system in providing finance to parties, your Company has got itself registered with CIBIL, Equifax, Experian.

Your Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

**SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to “Meeting of the Board of Directors” and “General Meeting”, respectively, have been duly followed by the Company.

**INSIDER TRADING CODE**

In compliance with the SEBI regulation on prevention of insider trading, your Company had instituted a Comprehensive Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders. The said Code has laid down guidelines, which advised them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioned them on consequences of non-compliances.

Further your Company has put in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information. Both the aforesaid Codes are in lines with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

**BUSINESS RESPONSIBILITY REPORT**

Your Company is not required to prepare any Business Responsibility Report (BRR), hence the same is not provided along with this Report.

**LISTING**

The equity shares of the Company are listed on the Stock Exchange viz., Bombay Stock Exchange of India Ltd (BSE). The Company has paid the applicable listing fees to the Stock Exchange within the stipulated time for the financial year 2024-25.

**PERSONNEL**

Your Directors place on record their appreciation for the significant contribution made by all employees, who through their competence, dedication, hard work, co-operation and support have enabled the Company to perform on a continual basis.

**EXTRACT OF ANNUAL RETURN**

The details forming part of Annual Return pursuant to Sections 92 of the Companies Act, 2013 will be made available at the website of the Company at [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com), under the heading “Investor”.

**Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, Research and Development**

**(A) Conservation of Energy:** The Company is a NBFC and not engaged in manufacturing activity and hence, Absorption of Technology is not applicable on your Company. However, the Company strives to save the energy resources as a part of good corporate practice.

**(B) Research & Development & Technology Absorption:**

- a) **Research & Development:** The Company is a NBFC and not engaged in manufacturing activity and hence, Absorption of Technology is not applicable on your Company.
- b) **Absorption of Technology:** The Company is a NBFC and not engaged in manufacturing activity and hence, Absorption of Technology is not applicable on your Company.



**a) Foreign Exchange Earnings and Outgo:**

Foreign Exchange Earnings - Nil

Foreign Exchange Outgo - Nil

**STATUTORY DISCLOSURES**

During the year under review, there were no transactions or events with respect to the following, hence no disclosure or reporting is required:

- Significant or material orders passed by the Regulators or Courts or Tribunals, impacting the going concern status and Company's operations in future.
- Receipt of any remuneration or commission from any of its subsidiary companies by the Managing Director or the Whole-time Directors of the Company.
- Buy back of securities/issue of sweat equity shares/issue of equity shares with differential rights.
- Matters reported by the Auditor under Section 143(12) of the Companies Act, 2013 either to the Audit Committee, Board of Directors or the Central Government.
- Revision of the previous year's financial statements
- Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016
- One-time settlement with any bank or financial institution

**PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:**

The Company has zero tolerance for sexual harassment at workplace and has formulated a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has also constituted an Internal Complaints Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

The Company has not received any complaint of sexual harassment during the financial year 2024-25.

**CASH FLOW STATEMENT**

In compliance with the provisions of Section 134 of Companies Act, 2013 and Regulation 34(2)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Cash flow statement for the financial year ended March 31, 2025 forms part of this Annual Report.

**GREEN INITIATIVE**

Electronic copy of the Annual Report for FY 2024-25 and the Notice of the ensuing AGM is being sent to all shareholders whose email addresses are available in demat account and registered with Company's Registrar and Share Transfer Agent. As per the Circulars issued by Ministry of Corporate Affairs shareholders holding shares in demat form are requested to update their email addresses with their Depository Participant(s) and for shareholders holding shares in physical form, should get their email registered with Beetal Financial & Computer Services Private Limited, Company's Registrar and Share Transfer Agent.

**ACKNOWLEDGEMENT**

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. Your Directors acknowledge with sincere gratitude the co-operation and assistance extended by the Government authorities, Banks and Vendors.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders. Your Board is also thankful to the auditors of the Company for their advice and guidance.

**FOR AND ON BEHALF OF THE BOARD**

**Nitin Batri**  
Chairperson  
DIN: 02271294

**Bakhshish Gupta**  
Director  
DIN: 09466909

New Delhi  
May 30, 2025

## ANNEXURE I

**1 DISCLOSURE IN TERMS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- 1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

S. No.	Name of Director / KMP	Designation	Ratio to Median Employee Remuneration
1.	Lakhan Singh	Employee	16 : 15
2.	Saroj Gupta	Chief Financial Officer	1:1
3.	Khushambi	Company Secretary	1:1
4.	Vinita Gupta	Employee	4:5

*\* Independent Directors are paid only sitting fees hence ratio is not applicable.*

- 2. The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year:**

S. No.	Name	Designation	% Increase in Remuneration (FY YoY)
1.	Khushambi	Company Secretary	25%

- 3. The percentage increase in the median remuneration of employees in the financial year:**  
23.88%
- 4. Number of permanent employees on the rolls of the Company as on March 31, 2025:**  
4 employees.
- 5. Average percentile increases already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof:** NIL

**Annexure II****CORPORATE GOVERNANCE REPORT****1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company believes in adopting best practices in the area of Corporate Governance and follows the principles of full transparency and accountability by providing information on various issues concerning the Company's business and financial performance to its shareholders.

Corporate Governance as understood by the Company and its management means following up best & prudent business practices, adherence to utmost transparency, disclosures and fairness in the business operations and to ensure fair play. The best business practices convey that the Company should not operate only within the regulatory framework but it should operate with ethics also. Our workforce is committed towards the protection of the interest of the stakeholders. Our policies consistently undergo improvements keeping in mind our goal of maximization of value of all the stakeholders.

The goal is achieved through:

- Infusion of best expertise in the Board;
- Consistent monitoring and improvement of the human and physical resources;
- Regular efforts to reduce overhead costs and to increase income;
- Introducing regular checks and audits and continuous improvement in already well-defined system and procedures;
- Upgrading available infrastructure on regular basis;
- Board/Committee meetings at short intervals to keep the Board informed of the recent happenings;
- Regular and continuous interaction with work force of the Company.

The Company believes that the Code of Corporate Governance is an excellent tool to secure the corporate excellence in the Country. Hence the Company is in full Compliance with the requirement of Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

This Section, along with the section on 'Management Discussion and Analysis' and 'General Shareholders' Information', constitute the Company's compliance Schedule V (C) of Listing Regulations.

**2. BOARD OF DIRECTORS**

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors ('Board'), which in turn governs the Company.

The Board of Directors ("the Board") is responsible for and committed to sound principal of Corporate Governance in the Company. The Board Play a crucial role in overseeing how the management serves the short and long-term interest of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

**BOARD COMPOSITION AND CATEGORY OF DIRECTORS**

As on March 31, 2025, the Company's Board comprised of 5 (five) Directors. The Chairperson of the Board is a non-executive independent director. The Company has an optimum combination of executive and non-executive directors in accordance with the provisions of Listing Regulations. The Board has one executive director and four non-executive directors of whom three are independent directors and one is non- independent. All Independent directors are persons of eminence and bring a wide range of

expertise and experience to the board thereby ensuring the best interest of stakeholders and the Company. The Board meets periodically as and when required and is responsible for the proper direction and management of the Company.

Details of the composition of the Board as on March 31, 2025 is given in **Table 1**.

**TABLE 1: COMPOSITION OF THE BOARD OF DIRECTORS AS ON MARCH 31, 2025**

Category	Name of Directors
Executive Director	Ms. Divya Malini Gupta
Non-Executive Non-Independent Director	Mr. Bakhshish Gupta
Non-Executive Director – Independent Director	Mrs. Geeta Hans
	Mr. Nitin Batri <sup>1</sup>
	Mr. Yash Saraswat <sup>2</sup>

<sup>1</sup> Mr. Nitin Batri was appointed on March 19, 2024 which was regularize by the shareholders in the EGM held on May 17, 2024.

<sup>2</sup> Mr. Yash Saraswat was appointed on March 09, 2024 which was regularize by the shareholders in the EGM held on May 17, 2024.

**TABLE 2: DETAILS ABOUT COMPANY'S BOARD / ATTENDANCE RECORD DURING FINANCIAL YEAR 2024-25**

Name of Director			Attendance at last AGM held on September 28, 2024	No. of outside Directorships Held (Including Private Companies, Section 25 Companies)	No. of Committee Chairmanships Held	No. of Committee Memberships (Including Chairmanships Held)
	No. of Meetings Held	Attended				
Executive Director						
Ms. Divya Malini Gupta	9	9	Yes	6	None	3
Non-Executive Non-Independent						
Bakhshish Gupta <sup>1</sup>	6	6	Yes	1	1	1
Non-Executive and Independent Director						
Mr. Parameswaran Subramaniam <sup>2</sup>	4	4	No	1	-	-
Mr. Piyush Prakash <sup>3</sup>	4	4	Yes	-	-	-
Mrs. Geeta Hans	9	9	Yes	2	1	3
Mr. Nitin Batri	9	9	Yes	3	1	3
Mr. Yash Saraswat	9	9	Yes	-	1	1

<sup>1</sup> Mr. Bakhshish Gupta was appointed on August 29, 2024 which was regularize by the shareholders in the AGM held on September 28, 2024.

<sup>2</sup> Mr. Parameswaran Subramaniam, Non-Executive Independent director, ceased to be director of the company upon completion of his tenure of office on September 29, 2024.

<sup>3</sup> Mr. Piyush Prakash, Non-Executive Independent director, ceased to be director of the company upon completion of his tenure of office on September 29, 2024.

**DETAILS OF DIRECTORSHIP IN OTHER LISTED COMPANIES AND THE CATEGORY OF DIRECTORSHIP AS ON MARCH 31, 2025 ARE AS UNDER:**

Name of the Director	Name of Other Listed Company	Category of Directorship
Ms. Divya Malini Gupta	Nil	NA
Mr. Nitin Batri	Nil	NA
Mr. Yash Saraswat	Nil	NA
Mrs. Geeta Hans	Nil	NA
Mr. Bakhshish Gupta	Nil	NA

**RELATIONSHIP INTER-SE**

Late Mr. Anil Kumar Goel, who is the Promoter of the Company, is the father of Ms. Divya Malini Gupta, Managing Director of the Company. Additionally, Mrs. Saroj Gupta, Chief Financial Officer (CFO) of the Company, is the grandmother of Mr. Bakhshish Gupta, Non-Executive Non-Independent Director.

Apart from the above, none of the other Directors or Key Managerial Personnel of the Company are related to each other in terms of Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014.

**Notes:**

- (a) None of the directors of the Company holds office of director at any one point of time in more than 10 (ten) public Companies. Further, none of the directors of the Company is a member in more than 10 (ten) committees or is a chairman of more than 5(five) committees across all the companies in which he is a director.
- (b) None of the Directors is serving as an independent director in more than three listed companies.

**NUMBER OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2024-2025**

During FY 2024-2025, the Board met 09 (Nine) times on:

**QUARTER 1**

April 18, 2024; May 30, 2024

**QUARTER 2**

August 12, 2024; August 29 2024;

**QUARTER 3**

October 15, 2024; October 22, 2024; October 28,2024

**QUARTER 4**

February 11 2025; February 14 2025

**MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors of the Company meet at least once in a year without the presence of the Executive Directors and other officials of the Company. During the FY 2024-25, 1 (one) meeting of the Independent Directors of the Company was held on **February 14, 2025**. The meeting was attended by all the Independent Directors.

The agenda of the meeting inter-alia includes:

- a. Review the performance of Non- Independent Directors and the Board as a whole;

- b. Review the performance of the Chairman of the Company considering the views of Executive Directors and Non-Executive Directors;
- c. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- d. Discuss matters pertaining to the Company's affairs.

### **FAMILIARISATION PROGRAMME FOR BOARD**

During FY 2024-25 the Board including all Independent Directors were explained about their roles, rights and responsibilities in the Company, through detailed presentations on the changes in backdrop of the Companies Act, 2013 ("Act") and Listing Regulations. The presentations/ deliberations were carried out through internal resources.

The Board including all Independent Directors was provided with relevant documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices from time-to-time, besides regular briefing by members of the Management Team.

The Familiarization programme for Independent Directors has been displayed at the website of the Company, [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com), under the heading "Investor".

### **DETAILS OF SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS AS ON MARCH 31, 2025 ARE AS UNDER:**

S. No	Name of Director	Existing Skill/expertise/competence
1	Divya Malini Gupta- Women director	Social Service, Finance and administration
2	Bakhshish Gupta- Non-Executive Non-Independent Director	Financial Market
5	Geeta Hans- Independent Director	B.A.
6	Nitin Batri- Independent Director	MBA Finance
7	Yash Saraswat-Independent Director	B. A

### **CONFIRMATION OF THE BOARD RELATING TO INDEPENDENT DIRECTORS:**

The Independent Directors have given a declaration on meeting the criteria of independence as stipulated in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 in the F. Y. 2024-25. The Board of Directors at its meeting has noted the declaration as made by the independent directors.

## **3 AUDIT COMMITTEE**

The Audit Committee's composition meets with requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. Members of the Audit Committee possess Financial/ Accounting expertise/ exposure. The primary role/objective of the Audit Committee is to review the Financial Statements of the Company, oversight of Companies financial process, review of related party transaction, strengthen Internal Controls & look into all transactions that have monetary implications on the functioning of the Company.

As on March 31, 2025, the Audit Committee comprised of 3 (Three) members which comprises of 2 (Two) Non-Executive and Independent Directors and 1 (one) Executive director in accordance with the prescribed guidelines.

The members of the Audit Committee had adequate knowledge in the field of finance, accounting, management and law. The power and role of the Audit Committee is in accordance with the provision of Regulation 18 and Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013.

The CFO, Statutory Auditors and Secretarial Auditors attend the meetings of the Audit Committee on the invitation of the Chairman.

The Company Secretary of the Company shall act as a Secretary to the Audit Committee.

The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholders queries.

During the year, 4 (Four) Meetings of the Audit Committee were held on Thursday, May 30, 2024; Monday, August 12, 2024; Tuesday October 22, 2024; Friday February 14, 2025; in due compliance with the stipulated provisions.

The details of the Audit Committee are given in Table 3.

**TABLE 3: DETAILS OF AUDIT COMMITTEE**

Name of the Committee member	Position held	No. of meetings held during FY 2024-25	No. of meetings attended
Mr. Nitin Batri	Chairperson	3	3
Mrs. Geeta Hans	Member	4	4
Mrs. Divya Malini Gupta	Member	4	4

During the year under review, Mr. Piyush Prakash has completed his tenure on September 29 2024 and Mr. Nitin Batri has been inducted as a chairperson of the Committee w.e.f. August 12, 2024.

#### **4. NOMINATION AND REMUNERATION ('NR') COMMITTEE**

The Nomination and Remuneration Committee's composition meets with requirement of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

The terms of reference of the NR Committee inter-alia includes the following:

- ✓ to formulate and recommend to the Board of Directors the Company's policies; relating to the remuneration for the Directors, Key Managerial Personnel and other employees, criteria for determining qualifications, positive attributes and independence of a director;
- ✓ to formulate criteria for evaluation of Independent Directors and the Board;
- ✓ to identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- ✓ to carry out evaluation of every director's performance;
- ✓ to devise a policy on Board diversity.

As on March 31, 2025, the Committee had 3 (three) Non-Executive Directors as its Members in accordance with the Prescribed Guidelines. The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee may attend the Annual General Meeting of your Company to answer shareholder queries.

During the year, 2 (Two) meeting of the Committee was held on Thursday, April 18, 2024; Thursday, August 29, 2024.

The details of the Nomination and Remuneration Committees are given in Table 4.



**TABLE 4: DETAILS OF NOMINATION AND REMUNERATION COMMITTEE'S**

Name of the Committee member	Position held	No. of meetings held during FY 2024-2025	No. of meetings attended
Mr. Yash Saraswat	Chairman	1	1
Mr. Geeta Hans	Member	2	2
Ms. Nitin Batri	Member	1	1

During the year under review, Mr. Piyush Prakash and Parameswaran Subramaniam has completed their tenure on September 29 2024 and Mr. Yash Saraswat and Mr. Nitin Batri have been inducted as a chairperson and member respectively of the Committee w.e.f. August 12, 2024.

## **5. REMUNERATION**

In view of the changes suggested by the Act, the NR Committee has suitably modified the existing remuneration policy of the Company to keep pace with the business environment and market linked positioning.

The said policy has been displayed at the website of the Company, [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com), under the heading "Investor".

### **REMUNERATION PAID TO EXECUTIVE DIRECTORS**

Not Applicable

## **6. STAKEHOLDERS RELATIONSHIP ('SR') COMMITTEE**

The Stakeholders Relationship Committee composition meets with requirement of Section 178 of the Companies Act, 2013 and Regulation 20 of Listing Regulations. This Committee constituted specifically to look into shareholders' and investors' grievances arising out of issues regarding share transfers, dividends, dematerialisation and related matters and to take requisite action(s) to redress the same.

The terms of reference of the SR Committee inter-alia includes the following:

- ✓ consider and resolve the grievances of shareholders of the Company;
- ✓ the grievances include complaints related to transfer of shares and non-receipt of Annual Report.

As on 31<sup>st</sup> March, 2025, the Committee has 2 (two) Non-Executive Independent Directors and 1 (one) Executive Director as its members in accordance with the prescribed guidelines. The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The Chairman of the Stakeholders Relationship Committee shall attend the Annual General Meeting of the Company to answer shareholder queries.

During the year under review, 1 (Two) meetings of the Stakeholders Relationship Committee were held on **Friday February 14, 2025** in due compliance with the stipulated provisions.

The details of the Stakeholders Relationship Committee are given in Table 5.

**TABLE 5: DETAILS OF STAKEHOLDERS RELATIONSHIP COMMITTEE**

Name of the Committee member	Position held	No. of meetings held during FY 2024-25	No. of meetings attended
Ms. Geeta Hans	Chairperson	1	1
Mr. Nitin Batri	Member	1	1
Ms. Divya Malini Gupta	Member	1	1

During the year under review, Mr. Piyush Prakash has completed his tenure on September 29 2024 and Mr. Nitin Batri has been inducted as a member of the Committee w.e.f. August 12, 2024.

The Company had efficient system of dealing with investors' grievances.

### **THE COMPANY SECRETARY ACTS AS SECRETARY TO THE COMMITTEE**

Mrs. Khushambi appointed as Company Secretary is acting as Compliance Officer for complying with requirements of Security Laws and Listing Regulations. She carefully look into each issue and reports the same to the Stakeholders Relationship Committee. In the Meetings of the Stakeholders Relationship Committee, the status of all shareholders Complaints, Requests, queries etc. along with letters received from all Statutory Authorities are reviewed.

### **INVESTORS' GRIEVANCE REDRESSAL**

During the Financial Year ended March 31, 2025, No Complaints have been received from any Shareholder.

### **SHARE ALLOTMENT AND TRANSFER COMMITTEE ("SAT COMMITTEE")**

The Company has a Share Allotment and Transfer Committee comprising of Mrs. Divya Malini Gupta and Mr. Bakhshish Gupta. Mrs. Saroj Gupta, CFO was the permanent invitee of the Committee.

The Company Secretary acts as Secretary to the Committee.

During the Financial Year under review 2 (Two) meeting of the Committee was held on **Monday October 28, 2024** and **Friday, February 14, 2025**.

The detail of the SAT Committee is given in **Table 6**.

**TABLE 6: DETAILS OF SHARE ALLOTMENT AND TRANSFER COMMITTEE**

<b>Name of the Committee member</b>	<b>Position held</b>	<b>No. of meetings held during FY 2024-2025</b>	<b>No. of meetings attended</b>
Mr. Bakhshish Gupta	Chairman	2	2
Ms. Divya Malini Gupta	Member	2	2

## **7. GENERAL BODY MEETING**

### **DETAILS OF EXTRA ORDINARY GENERAL MEETING (EGM)/ANNUAL GENERAL MEETING (AGM)**

Location, date and time of General Meetings held during the previous 3 (three) years and Special Resolutions passed thereat are given in Table 7.

**TABLE 7: DETAILS OF EXTRA ORDINARY GENERAL MEETING (EGM)/ANNUAL GENERAL MEETING (AGM)**

#### **DETAILS OF EGM HELD:**

<b>FINANCIAL YEAR</b>	<b>TIME, DAY, DATE AND LOCATION</b>	<b>SUMMARY OF SPECIAL RESOLUTION(S) PASSED</b>
2024-25	04:00 P.M. May 17, 2024, 302, G.K House, 187A, Sant Nagar East of Kailash, New Delhi – 110065 through video conferencing	Issue of warrants, convertible into equity shares to person(s) belonging to non-promoter category on preferential basis.

	(“VC”)/other Audio-Visual Means (‘OAVM’) Facility	
--	--	--

### **DETAILS OF AGM**

<b>FINANCIAL YEAR</b>	<b>TIME, DAY, DATE AND LOCATION</b>	<b>SUMMARY OF SPECIAL RESOLUTION(S) PASSED</b>
2023-24	04:00 P.M. September 28, 2024, 302, G.K House, 187A, Sant Nagar East of Kailash, New Delhi – 110065 through video conferencing (“VC”)/other Audio-Visual Means (‘OAVM’) Facility	Issue of warrants, convertible into equity shares to person(s) belonging to non-promoter category on preferential basis.
2022-23	09:30 A.M. September 30, 2023, 302, G.K House, 187A, Sant Nagar East of Kailash, New Delhi – 110065 through video conferencing (“VC”)/other Audio-Visual Means (‘OAVM’) Facility	Appointment of Ms. Geeta Hans (DIN- 01261160) as Non- Executive Independent Director
2021-2022	05:30 P.M, September 30, 2022, 302, G.K House, 187A, Sant Nagar, East of Kailash, New Delhi — 110065 through video conferencing (“VC”)/other Audio-Visual Means (‘OAVM’) Facility	No Special Resolution Transacted

### **POSTAL BALLOT**

No resolution was put through Postal Ballot in the last 3 Annual General Meeting of the Company.

## **8. MEANS OF COMMUNICATION**

### **QUARTERLY RESULTS**

The Company’s quarterly/ half yearly/annual financial results are sent to the Stock Exchanges where the securities of the Company are listed. Quarterly/half yearly and Annual Financial Results are also published in English, and Hindi newspapers. Besides, Notices of the Board Meetings for adoption of the aforesaid results are also published in the newspapers.

### **WEBSITE**

Pursuant to Regulation 46 of Listing Regulations, the Company’s website [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com) contained a dedicated functional segment called ‘**INVESTORS**’ where all the information meant for shareholders were available including Shareholding Pattern, Financial Results and Annual Reports.

### **ANNUAL REPORT**

The Annual Report containing inter alia, Audited Financial Statement, Board Report, Auditors’ Report and other important information is circulated to members, Directors and other concerned including Auditors etc. Further, the Management Discussion and Analysis (MDA) Report, highlighting operations, business performance, financial and other important aspects of the Company’s functioning form an integral part of the Annual Report and is displayed on the Company’s website at [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com).

### **BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE ‘LISTING CENTRE’)**

BSE’s Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

**SEBI COMPLAINTS REDRESS SYSTEM (SCORES)**

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of action taken reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**E-MAIL IDS FOR INVESTORS**

Following designated Email Ids of the Compliance Officer is exclusively given on the website along with various materials including notices for creating investor awareness and to redress their grievances/queries:

Mrs. Khushambi  
Company Secretary & Compliance Officer  
E-mail: [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in)  
or  
M/s Beetal Financial & Computer Services (P) Limited,  
99, Madangir, Behind Local Shopping Centre,  
Near Dada Harshukhdas Mandir,  
New Delhi-110 062  
Phone: 011-29961281; Email- [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**9. GENERAL SHAREHOLDER'S INFORMATION****COMPANY REGISTRATION DETAILS**

The Company is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74140DL1988PLC034109.

**ENSUING ANNUAL GENERAL MEETING**

**Date of AGM:** July 12, 2025  
**Day:** Saturday  
**Time:** 04:00 P.M.

**Financial year: April 1, 2024 to March 31, 2025****For FY 2024- 25**

First quarter ended June 30, 2024  
Second Quarter and half Year ended  
September 30, 2024  
Third quarter and nine Months ended  
December 31, 2024  
Fourth quarter and financial Year ended  
March 31, 2025

**Results were announced on**

Monday, August 12, 2024  
  
Tuesday, October 22, 2024  
  
Friday, February 14, 2025  
  
Friday, May 30, 2025

**For FY 2025-26**

First quarter ending June 30, 2025  
Second quarter and half year ending  
September 30, 2025  
Third quarter and nine months ending  
December 31, 2025  
Fourth quarter and financial Year ending

**Results are likely to be announced on  
(Tentative and subject to change)**

On or before August 14, 2025  
  
On or before November 14, 2025  
  
On or before February 14, 2026

March 31, 2026

On or before May 30, 2026

**BOOK CLOSURE**

The register of members and share transfer books of the Company will remain closed from Saturday, July 05, 2025 to Saturday July 12, 2025 (both days inclusive).

**DIVIDEND PAYMENT**

The Board has not recommended any dividend for FY 2024-25.

**LISTING ON STOCK EXCHANGES**

The Shares of the Company are listed on BSE Limited (BSE) based at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

**LISTING FEES**

Listing fees for the year 2024-25 have been paid to the Stock Exchange.

**STOCK CODES**

The Company's stock codes at the primary exchange is:

	<b>Scrip Code</b>
BSE Limited	531758

**STOCK MARKET PRICE DATA FOR THE YEAR ENDED MARCH 31, 2025**

The Company's shares are listed on BSE Limited (BSE). Monthly high and low quotations as well as the volume of shares traded at the Bombay Stock Exchange Limited (BSE) and performance in comparison to BSE Sensex are given in **Table 8**.

**TABLE 8: BOMBAY STOCK EXCHANGE LIMITED**

	<b>BSE</b>				<b>BSE SENSEX</b>		
<b>Month</b>	<b>High (Rs.)</b>	<b>Low (Rs.)</b>	<b>Close (Rs.)</b>	<b>No of Share traded</b>	<b>High (Rs.)</b>	<b>Low (Rs.)</b>	<b>Close (Rs.)</b>
April, 2024	16.20	8.40	16.20	59,993	75,124.28	71,816.46	74,482.78
May, 2024	17.00	13.10	13.10	1,53,438	76,009.68	71,866.01	73,961.31
June, 2024	16.13	12.00	16.13	7,94,475	79,671.58	70,234.43	79,032.73
July, 2024	20.38	15.95	16.70	2,82,014	81,908.43	78,971.79	81,741.34
August, 2024	17.49	12.00	17.49	2,18,688	82,637.03	78,295.86	82,365.77
September, 2024	25.80	18.36	22.22	2,07,075	85,978.25	80,895.05	84,299.78
October, 2024	21.11	18.11	18.11	17,194	84,648.40	79,137.98	79,389.06
November, 2024	17.85	12.55	13.17	32,727	80,569.73	76,802.73	79,802.79
December, 2024	21.99	13.82	15.31	52,191	82,317.74	77,560.79	78,139.01
January, 2025	18.30	14.65	17.30	64,410	80,072.99	75,267.59	77,500.57
February, 2025	17.34	15.25	16.75	15,672	78,735.41	73,141.27	73,198.10
March, 2025	19.17	15.92	18.43	6,273	78,741.69	72,633.54	77,414.92

(Source: This information is compiled from the data available from the website of BSE)

### **REGISTRAR AND SHARE TRANSFER AGENT (FOR PHYSICAL AS WELL AS FOR DEMAT SEGMENT)**

All work related to Share Registry, both in physical form and electronic form, was handled by the Company's Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services Private Limited.

The communication address of the Registrar and Share Transfer Agents is given hereunder.

M/s Beetal Financial & Computer Services Private Limited,  
99, Madangir, Behind Local Shopping Centre,  
Near Dada Harshukhdas Mandir, New Delhi-110 062  
Phone: 011-29961281,  
Email- [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

### **SHARE TRANSFER SYSTEM**

Shares received in physical form are transferred within 30 days from the date of lodgment subject to documents being valid and complete in all respects. In order to expedite the process of share transfer and in line with Listing Regulations, the Company has delegated the power of share transfer to R&T Agent "Beetal Financial & Computer Services Private Limited". There are no overdue share transfers pending as on date.

### **DISTRIBUTION OF SHAREHOLDING**

Shares held by different categories of Shareholders and according to size of holding as on March 31, 2025 are given below in **Table 9& 10**:

**TABLE 9: SHAREHOLDING PATTERN ON THE BASIS OF OWNERSHIP AS ON MARCH 31, 2025**

CATEGORY OF HOLDING	NUMBER OF SHARE HELD	% AGE OF HOLDING
<b>A. Shareholding of Promoter &amp; Promoter Group</b>		
1 Indian Promoters	84600	0.7479
2 Foreign Promoters	-	-
3 Persons acting in concern	-	-
<b>Sub -Total (A)</b>	<b>84600</b>	<b>1.5927</b>
<b>B. Public Shareholding</b>		
1. Institutions	-	-
2. Non-institutions	-	-
a. Bodies Corporate	331222	2.9281
b. Individual Holding		
i. Nominal Share Capital upto Rs. 2 lakh	1749037	15.4621
ii. Nominal Share Capital in excess of Rs. 2 lakh	8688080	76.8055
3. Any other		
a. NRI	4309	0.0381
b. Clearing Member	14000	0.1238
c. HUF	440552	3.8946
<b>Sub -Total (B)</b>	<b>11227200</b>	<b>99.2521</b>
<b>Grand Total (A+B)</b>	<b>1,13,11,800</b>	<b>100.00</b>

**TABLE 10: DISTRIBUTION OF SHAREHOLDING ACCORDING TO SIZE AND PERCENTAGE OF HOLDING AS ON MARCH 31, 2025**

Shareholding of Nominal Value of Rs (Amount)	Holders	% of holders	Total Shares	Amount (In Rs.)	% of Amount
Upto 5000	1116	61.760	110134	1101340.00	0.9736
5001 to 10000	322	17.820	239445	2394450.00	2.1168
10001 to 20000	80	4.427	128798	1287980.00	1.1386
20001 to 30000	53	2.933	133107	1331070.00	1.1767
30001 to 40000	27	1.494	95799	957990.00	0.8469
40001 to 50000	38	2.103	183300	1833000.00	1.6204
50001 to 100000	77	4.261	621666	6216660.00	5.4957
100001 and above	94	5.202	9799551	97995510.00	86.6312
<b>Total</b>	<b>1807</b>	<b>100.000</b>	<b>11311800</b>	<b>113118000.00</b>	<b>100.00</b>

**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The shares of the Company are traded in compulsory demat segment. As on March 31, 2025, 39.354% of the total share capital was held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share Capital Audit Report regarding reconciliation of the total issued capital, listed capital and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

**NUMBER OF SHARES HELD IN DEMATERIALIZED AND PHYSICAL MODE AS ON MARCH 31, 2025**

Category	No. of Holders	% to Total holders
Physical	6860121	60.646
NSDL	2354116	20.811
CDSL	2097563	18.543
<b>Total</b>	<b>1,13,11,800</b>	<b>100.00</b>

**DEPOSITORY SERVICES**

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

<b>National Securities Depository Limited,</b>	<b>Central Depository Services (India) Ltd.,</b>
Trade World, 4 <sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 Tel: 022-24994200; Fax: 022-66608035/24976351 E-mail: <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a> Website: <a href="http://www.nsdl.co.in">www.nsdl.co.in</a>	Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel East, Mumbai, Maharashtra 400013 Tel: 022-23023333 Fax: 022-23002043,2036 E-mail- <a href="mailto:investors@cdslindia.com">investors@cdslindia.com</a> Website: <a href="http://www.cdslindia.com">www.cdslindia.com</a>

**Share Dematerialization Status:** The following data indicates the extent of Dematerialization of the Company's Shares as on March 31, 2025:

No. of Shares Dematerialized	4451679	39.354% of Total Share Capital
------------------------------	---------	--------------------------------

**OUTSTANDING GDR'S/ADR'S/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS  
CONVERSION DATE AND LIKELY IMPACT ON EQUITY**

Not applicable.

**COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING  
ACTIVITIES**

NIL

**DETAILS OF PUBLIC FUNDING OBTAINED IN THE PREVIOUS THREE YEARS**

The Company has not obtained any public funding in the previous three years.

**NOMINATION FACILITY**

Shareholders holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to submit to the Company the prescribed Form SH-13 for this purpose.

**BANK DETAILS**

Shareholders holding shares in physical form are requested to notify/send the following to the Company to facilitate better services:

- i) Any change in their address/bank details, and
- ii) Particulars of their bank account, in case the same have not been sent earlier

**ADDRESS FOR CORRESPONDENCE**

**G.K. CONSULTANTS LIMITED**

Plot no. 17, road no. 35  
Ground Floor Punjabi Bagh,  
Delhi-110026

**Credit Rating obtained during the financial year**

During the financial year 2024-25, the Company has not obtained credit ratings from any credit rating agencies.

**ADOPTION OF MANDATORY AND NON-MANDATORY REQUIREMENTS OF LISTING  
REGULATIONS**

The Company has complied with all mandatory requirements of Regulation 34 of Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations.

- **The Board**  
As on March 31, 2025 the Company has separate persons at the post of Chairman and Managing Director.



- **Shareholder Rights:**  
The Quarterly Financial Result of the Company are published in English and Hindi newspapers.
- **Modified Opinion(s) in Audit Report:**  
The Audit Report for financial statement for the F.Y 2024-2025 is unmodified. The Company always aims to present financial statements with unmodified audit opinion.
- **Reporting of Internal Auditor**  
The Internal Auditor directly reports to the Audit Committee.

## **10. OTHER DISCLOSURES**

### **DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTEREST OF THE COMPANY AT LARGE (REGULATION 23 OF SEBI LISTING REGULATIONS)**

All related party transactions pursuant to Section 188(1) of the Act that were entered into during the Financial Year were on an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which might have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee only for its approval as they are not required to be placed before the Board. However Related Party Transactions pursuant to Indian Accounting Standard 24 (IND AS-24) are disclosed to the Board.

### **VIGIL MECHANISM & WHISTLE BLOWER POLICY (REGULATION 22 OF SEBI LISTING REGULATIONS)**

As per Regulation 22 of Listing Regulations, the Audit Committee of the Company has approved the policy/mechanism on dealing with Whistle Blowers. The Audit Committee reviews the same as and when required. The said policy/mechanism has been displayed at the website of the Company, [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com), under the heading "Investor".

During the Financial Year under review no complaint was received to be referred to the Audit Committee and no person was denied access to the Audit Committee.

### **DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS**

Necessary disclosure has been made.

### **WEBLINK WHERE POLICY FOR DETERMINING 'MATERIAL, SUBSIDIARY IS DISCLOSED**

The Policy on Material Subsidiary has been displayed at the website of the Company, [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com), under the heading "Investor".

### **WEBLINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTION**

The policy on dealing with Related Party Transactions has been displayed at the website of the Company, [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com), under the heading "Investor".

## **COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

Nil

## **DETAILS OF UTILIZATION OF FUND RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTION PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A)**

Not Applicable

## **CERTIFICATE FROM PRACTICING COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAS BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS OF COMPANIES BY THE SECURITIES EXCHANGE BOARD OF INDIA / MINISTRY OF CORPORATE AFFAIRS OR ANY SUCH STATUTORY AUTHORITY.**

A Certificate has been received from M/s G Rishabh & Co., Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.

## **DISCLOSURE OF INSTANCES ALONG WITH THE REASONS, WHERE THE BOARD OF DIRECTORS HAD NOT ACCEPTED ANY RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH IS MANDATORILY REQUIRED, IN THE FINANCIAL YEAR 2024-25, PROVIDED THAT THE CLAUSE SHALL ONLY APPLY WHERE RECOMMENDATION OF / SUBMISSION BY THE COMMITTEE IS REQUIRED FOR THE APPROVAL OF THE BOARD OF DIRECTORS:**

There was no instance during the financial year 2024-25, where the Board of Directors had not accepted the recommendation of any Committee of the Board which it was mandatorily required to accept.

## **TOTAL FEES FOR ALL SERVICES PAID BY THE LISTED ENTITY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR AND ALL ENTITIES IN THE NETWORK FIRM/NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART**

Total Amount paid to Statutory Auditors of G. K Consultants Limited is Rs. 75,000/- (Rupees Seventy-Five Thousand Only).

## **INSIDER TRADING**

In compliance with the SEBI regulation on prevention of insider trading, the Company had instituted a comprehensive Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders. The said Code lays down guidelines which advise them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioned them on consequences of non-compliances.

Further the Company has put in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information. Both the aforesaid Codes are in lines with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

## **ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015. The Company has adopted Ind AS from April 1, 2019. These

financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 ("the Act"), and in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by the RBI or other regulators are implemented as and when they become applicable.

#### **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT (REGULATION 76 OF SEBI (DEPOSITORY AND PARTICIPANTS) REGULATIONS, 2018)**

A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Service (India) Limited ("CDSL") and the total issued and listed equity share capital. The Audit report confirms that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized share held with NSDL and CDSL.

#### **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (SHWWA)**

During the year under review, there were no cases filed, pursuant to the SHWWA and Rules made thereof.

#### **DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT**

A Declaration as requirement under Listing Regulations is annexed to the Corporate Governance Report.

#### **COMPLIANCE CERTIFICATE ON CONDITIONS OF CORPORATE GOVERNANCE**

In Compliance with Part E of Schedule V of Listing Regulations, Certificate from Company Secretaries regarding compliance of Condition of Corporate Governance is **annexed to the Corporate Governance Report.**

#### **CEO & CFO CERTIFICATION**

Pursuant to the Regulation 17(8) of Listing Regulations, a compliance certificate was placed before the Board of Director at the meeting held on May 30, 2025 and is annexed to the Corporate Governance Report.

#### **INFORMATION PURSUANT TO REGULATION 39(4) OF LISTING REGULATIONS**

S.No	Description	No. of Cases	No. of Shares
(i)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year 2024-25 (Date: April 01, 2024)	Nil	Nil
(ii)	Number of shareholders who approached issuer for transfer of shares from suspense account during the year 2024-25 (Date: April 01, 2024 to March 31, 2025)	Nil	Nil
(iii)	Number of shareholders to whom shares were transferred from suspense account during the year 2024-25 (Date: April 01, 2024 to March 31, 2025)	Nil	Nil

(iv)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year 2024-25 (Date: March 31, 2025)	Nil	Nil
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## DECLARATION AS REQUIRED UNDER REGULATION 26(3) READ WITH SCHEDULE V OF LISTING REGULATIONS

In Compliance with Regulation 26(3) read with Schedule V of Listing Regulations, all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2025.

## CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
G. K. Consultants Limited  
Plot no. 17, Road No. 35  
Ground Floor Punjabi Bagh,  
Delhi-110026

1. We, M/s G Rishabh & Co., Company Secretary in practice, the Secretarial Auditor of G. K. Consultants Limited, ('the Company') have examined the compliance of conditions of Corporate Governance by G. K. Consultants Limited, ('the Company') for the year ended March 31, 2025 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

### Management's Responsibility for compliance with the conditions of Listing Regulations.

2. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

### Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

### Opinion

5. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
6. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company Reporting of internal auditor directly to the Audit Committee.

**Restriction on use**

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**FOR G RISHABH & CO.  
COMPANY SECRETARIES**

**Rishabh Gupta  
Proprietor  
ACS 71947, CP No. 26699  
Peer Review No.:4851/2023**

**ICSI UDIN: A071947G000510539**

**Place: New Delhi  
Date: May 30, 2025**

## CEO AND CFO CERTIFICATION

The Chairman, Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of Listing Regulations. The Annual Certificate given by the Managing Director and Chief Financial Officer is published in this Report.

To,  
The Board of Directors  
**G.K. Consultants Ltd.**  
Plot no. 17, Road No. 35  
Ground Floor Punjabi Bagh,  
Delhi-110026

1. We have reviewed financial statements and the cash flow statement of G. K. Consultants Limited for the year ended March 31, 2025 and to the best of our knowledge and belief:
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal control.
4. We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no Significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

**For and on behalf of the Board of Directors**  
**G.K. Consultants Limited**

**Nitin Batri**  
Chairperson  
DIN: 02271294

**Bakhshish Gupta**  
Director  
DIN: 09466909

**Pradeep Kumar Misra**  
CFO

**Place: New Delhi**  
**Date: May 30, 2025**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Board of Directors  
**G.K. Consultants Limited**  
Plot no. 17, Road No. 35  
Ground Floor Punjabi Bagh,  
Delhi-110026

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **G.K. Consultants Limited having CIN L74140DL1988PLC034109** and having registered office at Plot no. 17, Road No. 35 Ground Floor Punjabi Bagh, Delhi-110026 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

S.No	Name of Director	DIN	Date of Appointment in Company
1.	Divya Malini Gupta	00006225	September 30, 2014
4.	Geeta Hans	01261160	September 06, 2023
6.	Yash Saraswat	10539439	March 09, 2024
7.	Nitin Batri	02271294	March 19, 2024
2.	Bakhshish Gupta	09466909	August 29, 2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR G RISHABH & CO.**  
**COMPANY SECRETARIES**

**Rishabh Gupta**  
**Proprietor**  
**ACS A71947, CP No. 26699**

**ICSI UDIN: A071947G000510407**  
**Peer Review No.:4851/2023**  
**New Delhi**  
**May 30, 2025**

**Annexure III****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. Economic and Industry Overview**

FY 2024-25 witnessed continued global economic uncertainty marked by geopolitical tensions, inflationary pressures, and shifting monetary policies across major economies. Despite these challenges, the Indian economy remained relatively resilient, with GDP growth projected at approximately 7.2%. This growth has positively impacted the financial services sector, particularly the NBFC segment, which continued its recovery post-COVID.

NBFCs have played a crucial role in meeting the credit needs of underserved and unbanked segments. Digital transformation, regulatory oversight by the RBI, and increased investor confidence have further strengthened the sector. However, heightened competition from fintech players and rising interest rates remain key concerns.

**2. Company Overview**

M/s G.K. Consultants Limited is an NBFC and is engaged mainly in the business of providing loans and advances to various Corporates. The main objective of the Company is to finance Industrial Enterprises by way of making loans and advances to industrial enterprises in India and to carry out all such activities as may be ancillary to the achievement of main objectives of the Company. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

Indian economy is going through a period of rapid 'financial liberalization'. The NBFC sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the economic environment. The segment consisting of NBFCs providing loans and investment to other companies, etc. have made great strides in recent years and are meeting the diverse financial needs of the economy.

They are being recognized as complementary to the banking sector due to their customer-oriented services, simplified procedures, attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sector.

Your Company's performance for the year 2024-25 has to be viewed in the context of aforesaid economic and market environment.

**3. Opportunities**

The financial sector continues to witness significant demand for credit, especially from micro and small businesses engaged in diverse economic activities. Traditional banking institutions often face challenges in effectively assessing the unique credit needs of these enterprises, particularly where collateral-backed lending is concerned. This gap in credit delivery creates a robust opportunity for Non-Banking Financial Companies (NBFCs) like ours.

Given our focused approach and agility, the Company is well-positioned to address this unmet demand by offering tailored financial solutions to small businesses and industrial borrowers. As the formal credit penetration remains limited in this segment, the Company sees immense potential to expand its presence



and contribute meaningfully to the economic empowerment of underserved sectors. This presents a strong foundation for sustainable growth and value creation in the years to come.

#### **4. Segment-wise performance:**

The Company is engaged in a single segment i.e., lending. Details of performance have been provided in this report.

#### **5. Outlook:**

M/s G.K. Consultants Limited expects to improve its performance in financial year 2024-25 and hopes to grow at rate faster than the growth of bank credit. The approach would be to continue with the growth momentum while balancing risk. The Company will continue to invest in strengthening risk management practices; and in maintaining its investment in human resources to consolidate its position as a potentially big NBFC in India.

#### **6. Risk management:**

Risk Management is an integral part of our Company's business strategy. A dedicated team is a part of the management processes governed by the senior management team. This team reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The team nurtures a healthy and independent risk management function to avoid any kind of misappropriations in the Company. As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head - Risk. The Credit Risk management structure includes separate credit policies and procedures for various businesses. The risk policies define prudential limits, portfolio criteria, exceptional approval metrics, etc. and cover risk assessment for new product offerings. Concentration Risk is managed by analyzing counter-party, industry sector, geographical region, single borrower and borrower group. Retail Finance credit approval is based on product/programs and monitoring is primarily done at the portfolio level across products and programs. Casual analysis is carried out and corrective actions are implemented on key risk indicators. A Senior Management oversight committee meets periodically to review the operational risk profile of the organization. Fraud risks are mitigated through a fraud risk management team.

#### **7. Internal control systems and their adequacy:**

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

#### **8. Discussion On Financial Performance with Respect to Operational Performance**

The financial performance of the Company during the year under reference was reasonably good. For detailed information, please refer to Directors' Report, which forms part of this Annual Report.

**9. Material Developments In Human Resources/ Industrial Relations Front, Including Number Of People Employed:**

We recognize people as our most valuable asset and we have built an open, transparent and meritocratic culture to nurture this asset. Talent Management is a key people planning tool that provides an integrated means of identifying, selecting, developing and retaining top talent within our organization. Attrition has been managed well and has been below industry benchmarks. GKCL has kept a sharp focus on Employee Engagement. We follow 360-degree feedback to ensure the satisfaction of our people. We have a strong system of grievance handling too. No concern of our people goes without addressing. We strive for excellence by thriving on GKCL's positivity. As on March 31, 2025, total number of employees on the payroll of the Company is four (4).

**FOR AND ON BEHALF OF THE BOARD**

**Nitin Batri**  
Chairperson  
DIN: 02271294

**Bakhshish Gupta**  
Director  
DIN: 09466909

**Date: May 30, 2025**

**Place: New Delhi**

**Annexure – IV****FORM NO. AOC.2****FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO****1. Details of contracts or arrangements or transactions not at arm's length basis**

<b>Name(s) of the related party and nature of relationship</b>	<b>Nature of contracts/ arrangements/ transactions</b>	<b>Duration of the contracts / arrangements /Transactions</b>	<b>Value of the transaction</b>	<b>Date(s) of approval by the Board</b>	<b>Amount paid as advances</b>
<b>Not Applicable</b>					

**2. Details of material contracts or arrangement or transactions at arm's length basis**

<b>Name(s) of the related party and nature of relationship</b>	<b>Nature of contracts/ arrangements/ transactions</b>	<b>Duration of the contracts / arrangements /Transactions</b>	<b>Value of the transaction</b>	<b>Date(s) of approval by the Board</b>	<b>Amount paid as advances</b>
M/s Prsraar Sampada Private Limited	Availing and rendering services	NA	183.72 lakhs	October 28, 2024	NA

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Nitin Batri**  
Chairperson  
DIN: 02271294

**Bakhshish Gupta**  
Director  
DIN: 09466909

**Pradeep Kumar Misra**  
CFO

**Place: New Delhi**  
**Date: May 30, 2025**

**ANNEXURE V****FORM NO. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015]

To,

**The Members**

**G.K. CONSULTANTS LIMITED**

Plot no. 17, Road No. 35

Ground Floor Punjabi Bagh,

Delhi-110026

**Subject: Secretarial Audit Report for the financial year ended March 31, 2025.**

Dear Sirs,

We have conducted the Secretarial Compliances Audit for compliance of applicable statutory provisions and adherence to good corporate practices by **M/s G.K. Consultants Limited (hereinafter called the Company)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Company for the financial year ended on 31st March, 2025 according to the applicable provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- d. The Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015;
- e. The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulation, 2021 **(Not applicable to the Company during the audit period);**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period);**
- g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the audit period);**
- h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. **(Not Applicable to the Company during the audit period)**
- j. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable to the Company during the audit period)**
- k. Securities and Exchange Board of India (Depositories and Participant) Regulation, 2018
- vi. Other laws applicable specifically to the Company
  - a. Master Direction- Non banking Financial Company –Non systematically important non-deposit taking Company and deposit taking Company) Reserve Bank directions, 2016.
  - b. Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016
- (vii) We have also examined compliance with the applicable clauses of the followings:
  - (a) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
  - (b) Listing agreements entered into by the Company with Bombay Stock Exchange of India Limited

## WE FURTHER REPORT THAT

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except where the shorter notice was applicable) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the Audit Period, the Company has not undertaken any specific events/actions that can have a bearing on the Company's compliance responsibility in pursuance of the above referred Laws, Rules, Regulations and Guidelines, Standards, etc.

*This report is to be read with our letter of even date which is annexed as Annexure “A” and forms an integral part of this Report.*

**FOR G RISHABH & CO.  
COMPANY SECRETARIES**

**Rishabh Gupta  
Proprietor  
ACS 71947, CP No. 26699  
Peer Review No. :4851/2023**

**ICSI UDIN: A071947G000510638**

**New Delhi  
May 30, 2025**

**Annexure A**

To,  
The Members  
**G.K. CONSULTANTS LIMITED.**  
Plot no. 17, road no. 35  
Ground Floor Punjabi Bagh,  
Delhi-110026

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR G RISHABH & CO.**  
**COMPANY SECRETARIES**

**Rishabh Gupta**  
**Proprietor**  
**ACS 71947, CP No. 26699**  
**Peer Review No. :4851/2023**

**ICSI UDIN: A071947G000510638**

**New Delhi**  
**May 30, 2025**



**AUDIT REPORT**  
**OF**  
**G.K. Consultants Limited**  
**Delhi**  
**For the**  
**Assessment Year 2025 – 2026**

\*\*\*\*\*

**Audited By:**  
**Vinod Kumar Gupta & Associates**  
Chartered Accountants  
Block No. 31/F/9 Opp. L.I.C.  
Building  
Sanjay Place, Agra – 282002  
Ph. Off: 2522129  
Mobile: 9760025882  
E-mail: vinodguptafca@gmail.com  
Website : www.vkgandassociates.com





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 Mobile : 9760025882  
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## VINOD KUMAR GUPTA & ASSOCIATES

### CHARTERED ACCOUNTANTS

Block No. 31/F/9  
 Opp. L.I.C. Building  
 Sanjay Place Agra  
 -282002

## INDEPENDENT AUDITOR'S REPORT

To the Members of

**G.K. Consultants Limited**

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying financial statements of **G.K. Consultants Limited** (*"the Company"*) which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, profit and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the 'ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

<u>Key audit matters</u>	<u>How our audit addressed the key audit matter</u>
<u>Compliance with regulations impacting financial</u>	

<p>1. The company operates in a highly regulated environment. Being a Non-Banking Financial Company RBI provides directives and guidelines in the form of circulars from time to time. Given the pervasive nature of the regulations, failure to comply with them could have a material financial impact on the operations of the company.</p>	<p>1. Understood the relevant legal and regulatory framework within which the NBFC Company operates and operation of its key control over this framework.</p> <p>2. Assessed the compliance structure of the company with regard to adherences to various regulation. We understood the process followed by the Compliance Team to obtain and disseminate updates regarding new circulars/notification/press releases.</p> <p>3. Assessed that disclosure in the financial statements are in line with the requirement of RBI.</p> <p>4. Enquired about penalties levied if any on the company for any assessed noncompliance with regulatory requirements.</p>
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### **Management's Responsibility for the Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

The Management is also responsible for recording of audit trail (edit log) facility and same has been operated throughout the year for all relevant transactions recorded in software.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of Financial Statement**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional

skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system with reference to the Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with the mall relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters-**

We want to draw attention to the fact that pursuant to the Special Resolution passed by the Members on 28th September 2024, the consideration per fully convertible share warrant on preferential basis was determined as Rs. 4 per warrant. However, at the Board Meeting held on 28th October 2024, the Board approved the issuance of fully convertible share warrants on preferential basis at a consideration of Rs. 3.825 per warrant,

which has been duly received by the Company. Consequently, the Company has allotted 6,000,000 fully convertible share warrants on preferential basis at Rs. 3.825 to persons belonging to the Non-Promoter category at the said consideration. All the 60,00,000 fully convertible share warrants have been on 11.02.2025 converted into fully paid-up equity shares of face value ₹10 each at a premium of ₹5.30 per share.

Our conclusion is not modified in respect of this matter

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the Internal Financial Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**"
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company does not have any pending litigations which would impact its financial position.
    - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii) There was no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv) (i) The management has represented that, to the best of its knowledge and belief, other than as

disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the year ended 31st March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company.

vii) The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

**For VINOD KUMAR GUPTA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM'S REGISTRATION NO. 002377C**

**CA. NIKHIL GUPTA  
(Partner)  
M. No. 403014  
UDIN: 25403014BMJLGJ3028**

**Place: Delhi  
Date: 07.06.2025**

### **“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2025:

- i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.  
  
(B) The Company does not have any Intangible Assets. Hence, this point is not applicable to us.
- (b) The Property, Plant & Equipment have been physically verified by the management. According to the information and explanation given to us, no material discrepancies were noticed on such Verification.
- (c) The company does not have any immovable property. Therefore, the provisions of Clause (i) (c) of paragraph 3 of the order are not applicable to the company.
- (d) The company has not revalued its Property, Plant & Equipment during the year. Therefore, the provisions of Clause (i) (d) of paragraph 3 of the order are not applicable to the company.
- (e) There are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988(45 of 1988) and rules made thereunder.
- ii) (a) In our opinion and according to the information and explanations given to us, the company is primarily engaged in lending activities & stock trading and consequently does not hold any physical inventories, Company holds only shares having regard to the nature of inventory being shares all the stock holding reports has been physically verified by the management at reasonable intervals and no material discrepancies were noticed on physical verification.  
  
(b) During any point of time of the year, the company has not been sanctioned any working capital limits, from banks or financial institutions on the basis of security of current assets. Therefore, the provisions of Clause 3(ii)(b) of the order are not applicable to the company.
- iii) During the year, in the ordinary course of its business, the Company has made investments in, provided guarantee/security to and granted loans and advances in the nature of loans, secured and unsecured, to companies, firms, limited liability partnerships and other parties. With respect to such investments, guarantees/security and loans and advances:  
  
(a) The provisions of paragraph 3(iii)(a) of the Order are not applicable to the Company as its principal business is to give loans;  
  
(b) In our opinion, having regard to the nature of the Company’s business, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the Company’s interest  
  
(c) In our opinion, in respect of loans and advances where the schedule of repayment of principal and payments of interest has been stipulated the repayment and receipts are regular wherever applicable.  
  
(d) In our opinion and according to information and explanations given to us, there is no amount which is overdue for more than one-twenty days. So, reporting under this section is not applicable to us.

(e) The provisions of paragraph 3(iii)(e) of the Order have not been initiated by the company so reporting under this section is not applicable to us.

(f) The Company has not granted any loans or advances in the nature of loans that were either repayable on demand or without specifying any terms or period of repayment.

- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Companies Act 2013, to the extent the same are applicable, in respect of loans, investments, guarantees, and security.
- v) In our opinion and according to the information given to us the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2014, therefore, Clause 3(v) of the Order is not applicable to the company.
- vi) As informed to us, the central government of India has not specified the maintenance of Cost Records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Thus, supporting under clause 3 (vi) of the order is not applicable to the company.
- vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or cess which have remained outstanding as at March 31, 2025 for a period of more than 6 months from the date they became payable.  
(b) According to the information and explanations given to us, there are not any statutory dues referred in sub- clause (a) which have not been deposited on account of any dispute. Therefore, the provisions of Clause (vii)(b) of paragraph 3 of the order are not applicable to the Company.
- viii) In our opinion and according to the information and explanations given to us, there were no transaction relating to previously unrecorded income that have been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961.
- ix) (a) In our opinion and according to the information and explanations given to us, the Company does not have any loan so this point is not applicable to company.  
(b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.  
(c) In our opinion and according to the information and explanations given to us, the Company does not have any loan so this point is not applicable to company.  
(d) In our opinion and according to the information and explanations given to us, the Company does not have any loan so this point is not applicable to company.  
(e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

- (f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x) (a) of paragraph 3 of the order are not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the company has issued shares on preferential allotment basis and the compliances of sec no. 42 & 62 has been complied with.
- xi) (a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.
- (b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us, there are no whistle- blower complaints during the year.
- xii) The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii) As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.
- xiv) The company has an internal audit system commensurate with the size and nature of its business. The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv) The Company has not entered into any non-cash transactions with directors or persons connected with him for the year under review. Therefore, the provisions of Clause (xv) of paragraph 3 of the order are not applicable to the Company.
- xvi) In our opinion, the company is a Non-Banking Financial Company registered with Reserve Bank of India vide certificate of registration no B-14-00143 dated 12-09-2001. The Company is making compliance of various rule and regulation made by Reserve Bank of India for NBFCs.
- (xvii) The company has not incurred cash loss in current financial year as well in immediately preceding financial year.
- (xviii) There has been no resignation of the previous statutory auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) There is no liability of the company under the provisions of section 135 of the Companies Act,



relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.

(xxi) The company has no subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Henceforth, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

**For VINOD KUMAR GUPTA & ASSOCIATES  
CHARTEREDACCOUNTANTS  
FIRM'S REGISTRATION NO. 002377C**

**(CA. NIKHIL GUPTA)  
PARTNER  
M. No. 403014**

**ICAI UDIN: 25403014BMJLGJ3028**

**Place: Delhi  
Date:07.06-2025**

**Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of G.K. CONSULTANTS LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **G.K. CONSULTANTS LIMITED** (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the “internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial control over Financial Reporting issue by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedure that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For VINOD KUMAR GUPTA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM'S REGISTRATION NO. 002377C**

**(CA. NIKHIL GUPTA)  
PARTNER  
M.N. 403014**

**ICAI UDIN: 25403014BMJLGJ3028**

**Place: Delhi  
Date: 07-06-2025**

**G K CONSULTANTS LIMITED**  
**Balance Sheet as at March 31, 2025**

(Fig. In '000)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
<b>A. ASSETS</b>			
<b>1 Financial assets</b>			
i. Cash and cash equivalents	3	26,686.09	10,717.30
ii. Bank balances other than Cash and cash equivalents above	4	-	-
iii. Derivative financial instruments			
iv. Receivables	5	-	-
(I) Trade Receivables		-	1,611.47
(II) Other Receivables		148.14	21.04
v. Loans	6	1,15,189.02	55,290.02
vi. Investment		-	-
vii. Other Financial assets	7	18,452.85	80.00
<b>TOTAL FINANCIAL ASSETS</b>		<b>1,60,476.10</b>	<b>67,719.83</b>
<b>2 Non-Financial assets</b>			
i. Inventories	8	41.25	41.38
ii. Current Tax Assets (Net)	9	1,737.21	1,588.28
iii. Deferred Tax Assets (Net)	10	202.12	295.12
iv. Investment Property		-	-
v. Biological Assets other than bearer plants		-	-
vi. Property, Plant and Equipment	11	233.30	258.37
vii. Capital work-in-progress		-	-
viii. Intangible assets under development		-	-
ix. Goodwill		-	-
x. Other Intangible assets		-	-
xi. Other non-financial assets		-	-
<b>TOTAL NON-FINANCIAL ASSETS</b>		<b>2,213.88</b>	<b>2,183.14</b>
<b>TOTAL ASSETS</b>		<b>1,62,689.98</b>	<b>69,902.98</b>
<b>B. LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>1 Financial Liabilities</b>			
i. Derivative financial instruments		-	-
ii. Payables	12		
(I) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		805.04	365.01
(II) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		245.15	222.60
iii. Debt Securities		-	-
iv. Borrowings (Other than Debt Securities)		-	-
v. Deposits		-	-
vi. Subordinated Liabilities		-	-
vii. Other Financial Liabilities		-	-
<b>TOTAL FINANCIAL LIABILITIES</b>		<b>1,050.19</b>	<b>587.61</b>
<b>2 Non-Financial Liabilities</b>			
Current Tax Liabilities (Net)	13	-	-
Provisions	14	69	-
Deferred tax liabilities (Net)	10	-	-
Other non-financial liabilities			
<b>TOTAL NON-FINANCIAL LIABILITIES</b>		<b>69</b>	<b>-</b>
<b>3 EQUITY</b>			
(a) Equity Share capital	15	1,13,118.00	53,118.00
(b) Other Equity	16	48,453.03	16,197.37
<b>TOTAL EQUITY</b>		<b>1,61,571.03</b>	<b>69,315.37</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>1,62,689.98</b>	<b>69,902.98</b>
See accompanying notes forming part of the financial statements	1-2		

In terms of our report attached.

For and on behalf of the Board of Directors

For VINOD KUMAR GUPTA &amp; ASSOCIATES

Chartered Accountants

ICAI FRN : 002377C

(CA. NIKHIL GUPTA)

PARTNER, M.No. 403014

ICAI's UDIN: 25403014BMJLGGJ3028

Place : Delhi

Date : 07-06-2025

BAKSHISH GUPTA  
(DIRECTOR)  
DIN - 09466909

SAROJ GUPTA  
(MANAGING DIRECTOR)  
DIN - 07793920

CS. KHUSHAMBI SINGHAL  
(COMPANY SECRETARY)  
MEMBERSHIP NO. 71921

PRADEEP KUMAR MISHRA  
(CFO)  
PAN : ADGPM5206P

**G K CONSULTANTS LIMITED****Statement of Profit and Loss for the year ended 31st March, 2025**

(Fig. In '000)

Particulars		Note No.	As at 31 March 2025	As at 31 March 2024
<b>I</b>	<b>Revenue from operations</b>			
i.	Interest Income	17	5,981.87	5,052.79
ii.	Dividend Income	18	0.16	0.97
iii.	Rental Income		-	-
iv.	Fees and commission Income	19	-	-
v.	Net gain on fair value changes		-	-
vi.	Net gain on derecognition of financial instruments under amortised cost category		-	-
vii.	Sale of products	20	-	4,069.79
viii.	Sale of services			
ix.	Futures & Options Income		173.45	1,867.74
x.	Other Operating Revenue	21	-	-
	<b>Total Revenue from operations</b>		<b>6,155.49</b>	<b>10,991.30</b>
<b>II</b>	<b>Other Income</b>	22	6.27	-
<b>III</b>	<b>Total Income (I+II)</b>		<b>6,161.76</b>	<b>10,991.30</b>
<b>IV</b>	<b>Expenses</b>			
i.	Finance costs		-	-
ii.	Fees and commission expense		-	-
iii.	Net loss on fair value changes		-	-
iv.	Net loss on derecognition of financial instruments under amortised cost category		-	-
v.	Impairment on financial instruments		-	-
vi.	Cost of material consumed		-	-
vii.	Futures & Options		1.29	1,926.95
viii.	Purchase of Stock in Trade	23	-	624.14
ix.	Changes in inventories of finished goods, Stock-in-Trade and Work-in-progress	24	0.13	2,596.13
x.	Employee benefits expense	25	2,004.70	2,084.35
xi.	Depreciation, amortisation and impairment	11	25.07	25.07
xii.	Other expenses	26	3,761.91	1,849.08
	<b>Total Expenses (IV)</b>		<b>5,793.10</b>	<b>9,105.72</b>
<b>V</b>	<b>Profit / (Loss) before exceptional items and tax (III-IV)</b>		368.66	1,885.59
<b>VI</b>	<b>Exceptional Items</b>		-	-
<b>VII</b>	<b>Profit/(Loss) before tax (V-VI)</b>		368.66	1,885.59
<b>VIII</b>	<b>Tax expense:</b>			
	(a) Current tax expense for current year		-	-
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		-	-
	(e) Deferred tax		93.00	459.81
			<b>93.00</b>	<b>459.81</b>
<b>IX</b>	<b>Profit/(Loss) from continuing operations (VII-VIII)</b>		275.66	1,425.77
	<b>Profit / (Loss) for the year</b>		<b>275.66</b>	<b>1,425.77</b>
<b>X</b>	<b>Earnings per equity share (for continuing operation of Rs. 10/- each):</b>			
	(a) Basic	27	0.05	0.27
	(b) Diluted	27	0.05	0.27
	<b>See accompanying notes forming integral part of the financial statements</b>	1- 2		

In terms of our report attached.

For and on behalf of the Board of Directors

For VINOD KUMAR GUPTA &amp; ASSOCIATES

Chartered Accountants

ICAI FRN : 002377C

(CA. NIKHIL GUPTA)

PARTNER, M.No. 403014

ICAI's UDIN: 25403014BMJLGJ3028

Place : Delhi

Date : 07-06-2025

BAKSHISH GUPTA

(DIRECTOR)

DIN - 09466909

SAROJ GUPTA

(MANAGING DIRECTOR)

DIN - 07793920

CS. KHUSHAMBI SINGHAL PRADEEP KUMAR MISHRA

(COMPANY SECRETARY)

(CFO)

MEMBERSHIP NO. 71921

PAN : ADGPM5206P

**Cash Flow Statement for the year ended 31st March, 2025**

(Fig in '000)

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**STATEMENT OF CHANGES IN EQUITY****G K CONSULTANTS LIMITED**  
**FOR THE YEAR ENDED 31st March, 2025****A. Equity Share Capital**

(Fig. In '000)

<b>Balance at the 01.04.2024</b>	<b>Changes in Equity Share Capital during the year</b>	<b>Balance at 31.03.2025</b>
53,118.00	60,000	1,13,118.00

**G K CONSULTANTS LIMITED**  
**FOR THE YEAR ENDED 31st March, 2025**

**B. Other Equity**

(Fig. In '000)

Particulars	Reserve & Surplus				Total other Equity
	Capital Reserve	Securities Premium	Special Reserve U/s 45-IC of RBI Act 1934	Retained Earnings	
<b>Balance as at 01.04.2023</b>	-	-	3,697.88	11,056.54	14,754.42
Add: Profit / (Loss) for the year	-	-	-	1,425.77	1,425.77
Less/Add: Transferred to / from Retained Earnings	-	-	285.15	-285.15	-
Less/Add: Utilisations / transfer to / from Retained Earnings during the year	-	-	-	17.17	17.17
<b>Balance as at 31.03.2024</b>	-	-	3,983.03	12,214.34	16,197.37
Add: Profit / (Loss) for the year	-	-	-	275.66	275.66
Less/Add: Transferred to / from Retained Earnings	-	-	55.13	-55.13	-
Less/Add: Utilisations / transfer to / from Retained Earnings during the year	-	-	-	180.00	180.00
Any other change ( Profit on issue of securities)	-	31,800.00	-	-	-
<b>Balance as at 31.03.2025</b>	-	<b>31,800.00</b>	<b>4,038.16</b>	<b>12,614.87</b>	<b>16,653.03</b>

See accompanying notes forming part of the financial statements 1 to 28

In terms of our report attached.

**For VINOD KUMAR GUPTA & ASSOCIATES**

Chartered Accountants

ICAI FRN : 002377C

**For and on behalf of the Board of Directors**

**BAKSHISH GUPTA**  
**(DIRECTOR)**  
DIN - 09466909

**SAROJ GUPTA**  
**(MANAGING DIRECTOR)**  
DIN - 07793920

**(CA. NIKHIL GUPTA)**

Partner, M.No. 403014

ICAI's UDIN: 25403014BMJLGJ3028

Place : New Delhi.

Date : 07-06-2025

**CS. KHUSHAMBI SINGHAL**  
**(COMPANY SECRETARY)**  
MEMBERSHIP NO. 71921

**PRADEEP KUMAR MISHRA**  
**(CFO)**  
PAN : ADGPM5206P



## 1. CORPORATE FINANCIAL INFORMATION

M/s G.K. Consultants Limited ("the Company") incorporated in India, is a public limited company listed on recognised stock exchanges, registered in New Delhi. The Company is Non-Banking Financial Company–Non-Deposit Taking Systemically Important registered under Section 45-IA of Reserve Bank of India Act, 1934 vide Certificate Registration No. **B-14-00143** dated 12.09.2001. The company is engaged in business of consultancy, share trading, investment, hiring of assets, software business and other activities of a non-banking finance company.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Statement of Compliance and Basis of Presentation and Preparation of financial statements

These financial statements are presented in 'Indian Rupees', which is also the Company's functional currency.

#### a. Statement of Compliance

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 ("the Act"), and in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by the RBI or other regulators are implemented as and when they become applicable.

The Company had prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 and the Master Directions - Non-Banking-Financial Company Systemically Important Non-Deposit taking Company (hereinafter referred as 'previous GAAP'). The financial statements are presented in Indian Rupees (INR) and all values are rounded to the thousands (with two digit), except when otherwise indicated.

The regulatory disclosures as required by Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 issued by Reserve Bank of India ('RBI Master Directions') to be included as a part of the Notes forming part of the financial statements as prepared as per the requirements.

#### b. Presentation of financial statements

The Balance Sheet, the Statement of Changes in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind-AS. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information as per the requirements of IND AS 7 'Statement of Cash Flows'.

### c. Preparation of financial statements

The financial statements have been prepared on an accrual basis as a going concern and under the historical cost convention.

### d. Use of Estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income, expenses and the disclosures of contingent assets and liabilities. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

## 2.2 Financial Instruments

### a. Date of Recognition

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

### b. Initial Measurement

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset.

## 2.3 Financial Assets

Financial asset is recognised on trade date initially at cost of acquisition net of transaction cost and income that is attributable to the acquisition of the financial asset. Cost equates the fair value on acquisition. Financial asset measured at amortised cost and Financial measured at fair value through other comprehensive income is presented at net carrying value in the financial statements. Unamortised transaction cost and incomes and impairment allowance on financial asset is shown as a deduction from the gross carrying amount of the financial assets.

### a. Cash and Cash Equivalents

Cash and cash equivalents include cash at banks and on hand, demand deposits with banks having maturity less than 3 months, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

The Company follows the policy of crediting the customer's account only on receipt of amount in the bank and as such no cheques in hand are taken into consideration.

### b. Inventories

The company has valued the inventories at fair value in the Financial Statements.

### c. Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment includes interest on

borrowings attributable to acquisition up to the date the asset is ready for its intended use & other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### **Depreciation methods, estimated useful lives & residual value**

Depreciation on Property, Plant and Equipment is provided in accordance with the provisions of Schedule II of the Companies Act, 2013. Tangible assets are depreciated on straight line basis method over the useful life of assets, as prescribed in Part C of Schedule II of the Companies Act, 2013.

The estimated useful lives for the different types of assets are:

- (i) Furniture and Fixtures - 10 years
- (ii) Office Equipment owned - 5 years
- (iii) Computers - 3 years
- (iv) Air Conditioners – 10 years

The Company provides pro-rata depreciation from the day the asset is put to use and for any asset sold, till the date of sale. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised in the statement of profit and loss.

#### **d. Intangible Assets**

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Intangible Assets are amortised on straight-line basis over the useful life of the asset up to a maximum of 5 years commencing from the month in which such asset is first installed.

The Company provides pro-rata depreciation from the day the asset is put to use and for any asset sold, till the date of sale.

#### **e. Impairment of Assets**

At the end of each year, the Company determines whether a provision should be made for impairment loss on Property, Plant and Equipment to determine whether there is any indication that the asset have suffered an impairment loss. An impairment loss is charged to Statement of Profit and Loss in the year in which, an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

#### **f. Investments**

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary if any, in the value of such investments. Investments are nil in the company.

**g. Reclassifications within classes of financial assets**

A change in the business model would lead to a prospective re-classification of the financial asset and accordingly the measurement principles applicable to the new classification will be applied. During the current financial year and previous accounting period there was no change in the business model under which the Company holds financial assets and therefore no reclassifications were made.

**h. Modification and De-recognition of financial assets**

**Modification of financial assets**

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The Company renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness).

**De-recognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- 1) the rights to receive cash flows from the asset have expired, or
- 2) the Company has transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

**Write-off**

Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the Company's internal processes and when the Company concludes that there is no longer any realistic prospect of recovery of part or all of the loan.

For loans that are individually assessed for impairment, the timing of write off is determined on a case-by-case basis. A write-off constitutes a de-recognition event. The Company has right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the income statement.

## 2.4 **Financial Liability and Equity**

Debt and equity instruments that are issued are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangement.

### a. **Financial liabilities**

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company or a contract that will or may be settled in the Company's own equity instruments and is a non-derivative contract for which the Company is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Company's own equity instruments.

Financial liability is recognised initially at cost of acquisition net of transaction costs and incomes that is attributable to the acquisition of the financial liability.

### **De-recognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### b. **Equity**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

No gain/loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

## 2.5 **Segment reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment wherever applicable.

## 2.6 **Revenue Recognition**

Ind-AS 115 Revenue from Contracts with Customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers. Revenue is generally recognised on accrual basis as and when they are earned. Revenue is recognised when (or as)

the Company satisfies a performance obligation by transferring a promised good or service to a customer.

When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

**a. Interest Income**

Interest income from investments/financial assets is recognized when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. The interest income is earned on loans, advances and bank deposits.

**b. Dividend Income**

Dividend income is accounted for on receipt basis. The company is dealing in trading of shares & securities and dividend earned on such dealings of shares is shown as other operating revenue. Such income is generally accounted when the Company's right to receive dividend is established.

**c. Fees and commission Income**

Fee for professional advisory services is accounted as and when service is rendered provided there is reasonable certainty of its ultimate realisation.

Revenue from commission income is recognised when the service is performed.

**d. Sale of products**

Sales are recognised on transfer of significant risks and rewards of ownership to the buyer as and when the same are traded on Stock Exchange.

**e. F & O Income**

Income and/or loss on Future and Options as well as derivative dealings are recognised in books of assets are on maturity of such transactions on settlement date. Outstanding/Pending transactions/positions, which are not settled by end of any period, are not recognised as income or loss.

**2.7 Employees Benefits**

Gratuity

As per terms of employment, none of the employee of the company is entitled for gratuity.

Compensated Absences/Leave Encashment

As per the company's employment policy, employees are not entitled for leave encashment.

Other short-term benefits

Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

## 2.8 **Borrowing Costs**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan wherever applicable. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets wherever applicable.

## 2.9 **Leases**

Leases are classified as operating lease where significant portion of risks and reward of ownership of assets acquired under lease is retained by the lessor. Leases of assets under which substantially all of the risks and rewards of ownership are effectively retained by the lessee are classified as finance lease.

Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the internal rate of return. The principal amount received reduces the net investment in the lease and interest is recognised as revenue.

Lease rental - under operating leases (excluding amount for services such as insurance and maintenance) are recognised on a straight-line basis over the lease term, except for increase in line with expected inflationary cost increases.

## 2.10 **Foreign currencies transactions**

Transactions in currencies other than the Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the rates prevailing at the year end. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

## 2.11 **Other Expenditure**

Other expenses are accounted on accrual basis.

## 2.12 **Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the number of equity shares outstanding during the year.

## 2.13 **Taxation**

### a. **Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by

changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

**b. Current Taxes**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company, if applicable.

**c. Deferred Taxes**

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is reasonable certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably certain (as the case may be) to be realised. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets.

**d. Goods and Services Input Tax Credit**

Goods and Services tax input credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilising the credits.

**2.14 Provisions, contingent liabilities and contingent assets**

The Company creates a provision when there is a present obligation as a result of past events and it is probable that there will be outflow of resources and a reliable estimate of the obligation can be made of the amount of the obligation.

Contingent liabilities are not recognised but are disclosed in the notes to the financial statements. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognised nor disclosed in the financial statements.

**2.15 Statement of Cash Flows**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:



- i. changes during the period in operating receivables and payables transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- iii. all other items for which the cash effects are investing or financing cash flows. Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

## 2.16 **Other accounting policies**

Non-material accounting policies encompass those that hold importance for the Company's financial statements without being material in terms of their impact on the financial statements.

### **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company's primary business segments are reflected based on the principal business carried out, i.e. lending activities as Non-Banking Finance Company (NBFC) regulated by the Reserve Bank of India ('RBI'). The risk and returns of the business of the Company is not associated with geographical segmentation, hence there is no secondary segment.

## 2.17 **Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

- 2.18 Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1 April, 2023, as below:

### **a. Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

### **b. Ind AS 12 – Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company does not expect this amendment to have any significant impact in its financial statements.

**c. Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

## Notes forming part of the financial statements

## Note 3: Cash and Cash Equivalents

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
(a) Balances with Banks		
Current Accounts	5,320.17	10,213.98
(b) Cheques, drafts on hand	-	-
(c) Cash in hand	443.15	503.31
(d) Deposit with Bank with maturity less than 3 months	20,750.79	
(e) Interest accrued but not due on fixed deposits having maturity less than 3 months	171.98	
<b>Total</b>	<b>26,686.09</b>	<b>10,717.30</b>

## Note 4: Bank balances other than Cash and cash equivalents above

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
(a) Deposits with Bank		
- with maturity more than 3 months but less than 12 months	-	-
- with maturity more than 12 months	-	-
(b) Balance with Banks to the extent held as margin money or security against the borrowings, guarantees, other commitments	-	-
(c) Interest accrued but not due on fixed deposits	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## Note 5: Receivables

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	1,611.47
Unsecured, considered good	-	-
Doubtful	-	-
	-	1,611.47
Less: Provision for doubtful trade receivables		
	-	1,611.47
Sub Total	-	1,611.47
Trade receivables outstanding for a period less than six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
	-	-
Less: Provision for doubtful trade receivables		
	-	-
Sub Total	-	-
Other receivables		
<b>Secured, considered good</b>		21.04
- less than 6 months	-	-
- 6 months - 1 year	-	-
- 1 year - 2 year	-	-
- 2 year - 3 year	21.04	-
- more than 3 year	-	-
<b>Unsecured, considered good</b>		
- less than 6 months	122.10	-
- 6 months - 1 year	-	-
- 1 year - 2 year	5.00	-
- 2 year - 3 year	-	-
- more than 3 year	-	-
<b>Doubtful</b>		
	148.14	21.04
Less: Provision for doubtful trade receivables		
	-	-
Sub Total	148.14	21.04
<b>Total Receivables</b>	<b>148.14</b>	<b>1,632.51</b>

Note-

There are no Trade receivables including debts due from Directors, their relatives, companies/firms in which directors are interested.

## Note 6 : Loans

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
Loans		
Unsecured, considered good		
i) Inter Corporate Deposits	58,936.87	2,503.87
ii) Other Loans	56,714.75	53,008.20
	<b>1,15,651.62</b>	<b>55,512.07</b>
<b>Less: Provision for doubtful loans</b>		
<b>Less: Impairment Loss Allowance ( Contingent reserve for Standard Assets) :-</b>		
Opening Balance	222.05	239.22
Add: Additions / transfers during the year	-	-
Less/Add: Utilisations / transfers during the year	240.56	-17.17
Closing Balance	<b>462.61</b>	<b>222.05</b>
<b>Total Loans</b>	<b>1,15,189.02</b>	<b>55,290.02</b>

There are no Loans due from Directors, their relatives, Companies/firms in which directors are interested.

**G K CONSULTANTS LIMITED****Notes forming part of the financial statements****Note 7 : Other Financial Assets**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
(a) Advances to related parties	-	-
Less: Provision for doubtful advances	-	-
(b) Security deposits	-	-
Secured, considered good	-	-
Unsecured, considered good	-	-
Security Deposit against rented office premises*	70.00	70.00
Security Deposit for Club Membership	10.00	10.00
Doubtful	-	-
	80.00	80.00
Less: Provision for doubtful deposits	-	-
	<b>80.00</b>	<b>80.00</b>
(c) Advances to employees	-	-
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
	-	-
Less: Provision for doubtful advances	-	-
	-	-
(d) Others	18,372.85	-
<b>Total Other Financial Assets</b>	<b>18,452.85</b>	<b>80.00</b>

\* There are no Short term Advances due from Directors, their relatives, Companies/firms in which directors are interested except a security deposits of Rs 70000/- given for rented office premises & Other Financial Asset of Rs 1,83,72,849.03 - deposited in broker account.

## Notes forming part of the financial statements

## Note 8: Inventories

(Valued at Market Price)

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
(a) Raw materials	-	-
Goods-in-transit	-	-
(b) Work-in-progress	-	-
Goods-in-transit	-	-
(c) Finished goods (other than those acquired for trading)	-	-
Goods-in-transit	-	-
(d) Stock-in-trade (shares acquired for trading)	41.25	41.38
Goods-in-transit	-	-
(e) Stores and spares	-	-
Goods-in-transit	-	-
(f) Others	-	-
Goods-in-transit	-	-
	-	-
<b>Total</b>	<b>41.25</b>	<b>41.38</b>

## Note 9: Current Tax Assets (Net)

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
Balances with government authorities		
Unsecured, considered good		
(i) Service Tax/GST credit receivable	268.96	140.04
(ii) TDS Receivable, Income Tax Refund & FBT	1,468.26	1,448.24
(iii) Others	-	-
	<b>1,737.21</b>	<b>1,588.28</b>
<b>Total</b>	<b>1,737.21</b>	<b>1,588.28</b>

## Note 10: Deferred Tax Asset

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
<b>Deferred tax (liability) / asset (AS-22)</b>		
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of fixed assets	-	-
On expenditure deferred in the books but allowable for tax purposes	-	-
On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss	-	-
Others	-	-
Tax effect of items constituting deferred tax liability	-	-
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	-	-
Provision for doubtful debts / advances	-	-
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	-	-
On difference between book balance and tax balance of fixed assets	(4.91)	(4.67)
Unabsorbed depreciation carried forward	8.54	8.54
Current Year business losses	-	-
Brought forward business losses	198.49	291.25
Tax effect of items constituting deferred tax assets	202.12	295.12
<b>Net deferred tax (liability) / asset</b>	<b>202.12</b>	<b>295.12</b>

**G K CONSULTANTS LIMITED****Notes forming part of the financial statements****Note 11. Property, Plant & Equipment**

(Fig. In '000)

<b>A.</b>	<b>Description</b>	<b>Plant &amp; Equipment Owned</b>	<b>Furniture and Fixtures Owned</b>	<b>Office Equipment Owned</b>	<b>Total</b>
	<b>Gross Carrying Amount as on 01.04.2023</b>	401.66	354.34	11.00	767.00
	Additions	-	-	-	-
	Disposals and Transfers	-	-	-	-
	<b>Closing Gross carrying Amount-A</b>	<b>401.66</b>	<b>354.34</b>	<b>11.00</b>	<b>767.00</b>
	<b>Accumulated depreciation and impairment</b>				-
	Balance as at 01.04.2023	381.58	91.54	10.45	483.57
	Depreciation charge during the year	-	25.07		25.07
	Disposal/Adjustment during the year	-	-	-	-
	<b>Accumulated Depreciation as on 31.03.2024-B</b>	<b>381.58</b>	<b>116.61</b>	<b>10.45</b>	<b>508.63</b>
	<b>Net Carrying Amount as on 31.03.2024 (A-B)</b>	<b>20.08</b>	<b>237.74</b>	<b>0.55</b>	<b>258.37</b>
	<b>Gross Carrying Amount as on 01.04.2024</b>	401.66	354.34	11.00	767.00
	Additions	-	-	-	-
	Disposals and Transfers	-	-	-	-
	<b>Closing Gross carrying Amount-A</b>	<b>401.66</b>	<b>354.34</b>	<b>11.00</b>	<b>767.00</b>
	<b>Accumulated depreciation and impairment</b>				-
	Balance as at 01.04.2024	381.58	116.61	10.45	508.63
	Depreciation charge during the year	-	25.07	-	25.07
	Disposal/Adjustment during the year	-	-	-	-
	<b>Accumulated Depreciation as on 31.03.2025-B</b>	<b>381.58</b>	<b>141.67</b>	<b>10.45</b>	<b>533.70</b>
	<b>Net Carrying Amount as on 31.03.2025 (A-B)</b>	<b>20.08</b>	<b>212.67</b>	<b>0.55</b>	<b>233.30</b>

(i) Information regarding assets under lease (taken or given), is not applicable in the company.

(ii) Asset disposals through demergers and amounts written off on reduction of capital is not applicable to the company.

(iii) None of the assets has been revalued during the period.

**Notes forming part of the financial statements****Note 12 Payables**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
<b>I. Trade payables*:</b>		
i) Total outstanding dues of micro enterprises and small enterprises	-	-
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	805.04	365.01
<b>II. Other Payables:</b>		
i) Total outstanding dues of micro enterprises and small enterprises	-	-
ii) Total outstanding dues of creditors other than micro enterprises and small ent.		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, GST etc.)	-	-
(ii) Salary Payable	245.15	192.95
(iii) Others Payables		29.65
<b>Total Trade Payables</b>	<b>1,050.19</b>	<b>587.61</b>
* Trade payables are dues in respect of goods purchased or services received (including from employees, and others under contract) in the normal course of business.		

**Note 13: Current Tax Liabilities (Net)**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	INR	INR
Provision for tax	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 14: Provisions**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
	-	-
Electricity Payable	1.26	-
Audit Fee	67.50	-
<b>Total</b>	<b>68.76</b>	<b>-</b>

## Notes forming part of the financial statements

## G K CONSULTANTS LIMITED

## Note 15 Equity Share capital

(Fig. In '000)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
<b>(a) Authorised</b> Equity shares of Rs. 10 each with voting rights	12,000	1,20,000.00	6,000	60,000.00
<b>(b) Issued</b> Equity shares of Rs. 10 each with voting rights	11,312	1,13,118.00	5,312	53,118.00
<b>(c) Subscribed and fully paid up</b> Equity shares of Rs. 10 each with voting rights	11,312	1,13,118.00	5,312	53,118.00
<b>(d) Subscribed but not fully paid up</b> Equity shares of Rs. 10 each with voting rights	-	-	-	-
<b>Total</b>	<b>11,312</b>	<b>1,13,118.00</b>	<b>5,312</b>	<b>53,118.00</b>
The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share.				



**G K CONSULTANTS LIMITED****Notes forming part of the financial statements****Part B contd****Note 15a.Equity Share capital (contd.)**

(Fig. In '000)

Particulars								
Notes:								
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:								
Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes (give details)-(vi)	Closing Balance
Equity shares with voting rights (Issued,Subscribed & Fully Paid up)								
Year ended 31 March, 2025								
- Number of shares	5,312	6,000	-	-	-	-	-	11,312
- Amount (Rs)	53,118	60,000	-	-	-	-	-	1,13,118
Year ended 31 March, 2024								
- Number of shares	5,312	-	-	-	-	-	-	5,312
- Amount (Rs)	53,118	-	-	-	-	-	-	53,118
Equity shares with voting rights (Issued,Subscribed but not Fully Paid up)								
Year ended 31 March, 2025								
- Number of shares	-	-	-	-	-	-	-	-
- Amount (Rs)	-	-	-	-	-	-	-	-
Year ended 31 March, 2024								
- Number of shares	-	-	-	-	-	-	-	-
- Amount (Rs)	-	-	-	-	-	-	-	-
(i) Arrears of fixed cumulative dividends on preference shares as at 31 March, 2025 is nil. (As at 31 March, 2024 is nil)								
(ii) <b>Terms/Rights, Preferences and Restrictions attached to shares:-</b> The Company has only one class of equity shares having a par value of `10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by shareholders at the Annual General Meeting.								
(iii) Shareholding of holding compnay, ultimate holding company, subsidiaries of holding company, assocaites of holding company, subsidiaries of ultimate holding company, associates of ultimate holding company as at 31 March, 2025 is nil. (As at 31 March, 2024 is nil).								
(iv) The shareholder holding more than 5% shares as at 31 March 2025 have been disclosed by the company-Annexure-A. (As at 31 March 2024 also Nil)								
(v) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date is nil as at 31 March 2025. (As at 31 March 2024 also Nil).								
(vi) Details of calls unpaid :								
Particulars	As at 31 March, 2025		As at 31 March, 2024					
	Number of shares	Amount Unpaid	Number of shares	Amount Unpaid				
Equity shares with voting rights								
Aggregate of calls unpaid								
- by directors	-	-	-	-				
- by officers	-	-	-	-				
- by others	-	-	-	-				
(vii) Details of forfeited shares : Nil as at 31 March 2025 and also NIL as at 31 March 2024.								

**G K CONSULTANTS LIMITED****Annexure-A****Details of shareholders holding more than 5% shares in the Company (Face value Rs. 10 per share)**

(Fig. In '000)

<b>Particulars</b>	<b>2024-25</b>		<b>2023-24</b>		<b>% change during the year</b>
	<b>NOS.</b>	<b>%Holding</b>	<b>NOS.</b>	<b>%Holding</b>	
Bakhshish Gupta	1,150	10.17%	-	-	100%
Ansh Gupta	1,000	8.84%	-	-	100%
Saurabh Jain	1,050	9.28%	-	-	100%

**G K CONSULTANTS LIMITED****Notes forming part of the financial statements****Note 16. Other Equity**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
(a) Capital reserve	-	-
(b) Capital redemption reserve	-	-
(c) Securities premium account	31,800.00	-
(d) Debenture redemption reserve	-	-
(e) Revaluation reserve	-	-
(f) Share options outstanding account	-	-
(g) General reserve		
(h) <u>Special Reserve U/s 45-IC of RBI Act 1934</u>		
Opening balance	3,983.03	3,697.88
Add: Transferred from surplus in Statement of Profit and Loss	55.13	285.15
Less: Utilised / transferred during the year	-	-
Closing balance	<b>35,838.16</b>	<b>3,983.03</b>
(i) Foreign currency translation reserve	-	-
(j) Hedging reserve	-	-
(k) <u>Surplus / (Deficit) in Statement of Profit and Loss</u>		
Opening balance	12,214.34	11,056.54
Add: Profit / (Loss) for the year	275.66	1,425.77
Less: Transferred to General Reserve	55.13	285.15
Less: Others	(180.00)	17.17
Closing balance	<b>12,614.87</b>	<b>12,214.34</b>
<b>Total Reserves &amp; Surplus</b>	<b>48,453.03</b>	<b>16,197.37</b>

**G K CONSULTANTS LIMITED****Notes forming part of the financial statements****Note 17. Interest Income**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
Interest income on Loans & Advances	5,633.37	5,052.79
FDR Interest	348.51	-
<b>Total - Interest Income</b>	<b>5,981.87</b>	<b>5,052.79</b>
*The company is NBFC and one of the main business activity is giving loans and advances and interest is earned on such loans, advance & bank deposits.		

**Note 18. Dividend Income**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
Dividend Income*	0.16	0.97
<b>Total - Dividend Income</b>	<b>0.16</b>	<b>0.97</b>
*The company is dealing in trading of shares & securities and dividend earned on such dealings of shares is shown as other operating revenue.		

**Note 19. Fees and commission Income**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
Supervisory Fee/Commission	-	-
Professional Advisory Income	-	-
<b>Total - Fees and commission Income</b>	<b>-</b>	<b>-</b>

**Note 20. Sale of products (including Excise Duty)**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
Sale of products comprises:		
<u>Manufactured goods</u>		
Product	-	-
Others	-	-
<b>Total - Sale of manufactured goods</b>	<b>-</b>	<b>-</b>
<u>Traded goods</u>		
Product -Shares	-	4,069.79
<b>Total - Sale of traded goods</b>	<b>-</b>	<b>4,069.79</b>
<b>Total - Sale of products</b>	<b>-</b>	<b>4,069.79</b>

**Note 21. Other Operating Revenue**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
Net gain on sale of Current Or Long Term Investments	-	-
<b>Total - Other operating revenues</b>	<b>-</b>	<b>-</b>

**Note 22. Other Income**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
Interest on Income Tax Refund	6.27	-
<b>Total - Other Income</b>	<b>6.27</b>	<b>-</b>

**G K CONSULTANTS LIMITED****Notes forming part of the financial statements****Note 23. Purchase of Stock in Trade**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
Traded good - Shares & expenses	-	624.14
<b>Total</b>	<b>-</b>	<b>624.14</b>

**Note 24. Changes in inventories of finished goods, work-in-progress and stock-in-trade**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
<u>Inventories at the end of the year:</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade (Shares)	41.25	41.38
	<b>41.25</b>	<b>41.38</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade (Shares)	41.38	2,637.51
	<b>41.38</b>	<b>2,637.51</b>
<b>Net (increase) / decrease</b>	<b>0.13</b>	<b>2,596.13</b>

**Notes-**

Stock in trade comprises of stock of shares and securities.

**Note 25. Employee benefits expense**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
Salaries and wages #	2,004.70	2,027.50
Staff welfare expenses **	-	56.85
<b>Total</b>	<b>2,004.70</b>	<b>2,084.35</b>

# Salaries and wages includes: Salaries, wages, bonus, compensated allowances and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service / employment.

\*\* Staff welfare expenses include employees' medical expenses, cost of food provided during employments to the employees, etc.

**G K CONSULTANTS LIMITED****Notes forming part of the financial statements****Note 26. Other Expenses**

(Fig. In '000)

Particulars	As at 31 March 2025	As at 31 March 2024
Advertisement	50.27	29.58
Annual Custody Fee	45.00	45.00
Annual Listing Fee	926.85	325.00
Payments to auditors (Refer Note (i) below)	75.00	75.00
Bad Debts Written Off	997.19	428.52
Bank Charges	0.12	0.10
Books, Journals & Periodicals, Software	-	4.83
BSE Penalty FEE	92.00	-
Car Running Expenses	50.65	87.12
Commission Expenses	-	75.00
Legal Expenses- ROC and TDS filing fee	549.10	9.95
Legal and professional	254.44	312.00
GST Expenses	128.92	64.45
Interest on TDS	0.86	-
Interest on Unsecured Loan	-	19.55
MEMBERSHIP FEE (Inc. CIBIL FEE)	40.70	5.00
Misc. Exp	20.00	-
Office Expenses	8.45	20.75
Postage & Courier	1.05	2.52
Power and fuel	53.78	75.74
Rent Expenses	90.00	90.00
Round Off	0.00	-0.08
Provision for Standard Assets (NBFC)	240.56	-
Share Expenses	-	7.96
Stamp Paper	0.49	-
Share Department Expenses	129.89	61.01
Stationery & Photo Stat Expenses	5.94	53.79
Telephone Expenses	-	7.96
Travelling and conveyance	0.65	48.33
<b>Total</b>	<b>3,761.91</b>	<b>1,849.08</b>
<b>Notes:</b>		
Particulars	As at 31 March 2025	As at 31 March 2024
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	75.00	75.00
For Other matters	-	-
<b>Total</b>	<b>75.00</b>	<b>75.00</b>
Payments for - Other matters include tax audit fees, certifications under listing compliances, NBFC, RBI etc.		

**G K CONSULTANTS LIMITED****Notes forming part of the financial statements****Note 27. Earning Per Share**

(Fig. In '000)

<b>Particulars</b>	<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>
<u>Continuing operations/Total Operations</u>		
Net profit / (loss) for the year from continuing operations	275.66	1,425.77
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from continuing operations	275.66	1,425.77
Equity Number of Shares	11,312	5,312
Weighted average number of equity shares	6,117	5,312
Par value per share	10	10
Earnings per share from continuing operations - Basic	<b>0.05</b>	<b>0.27</b>
Earnings per share from continuing operations - Diluted	<b>0.05</b>	<b>0.27</b>

**Analytical Ratios**

S. No.	Ratio	Numerator	Denominator	Current Period	Previous Period	% variance
1	Current Ratio (in times)	Current Assets	Current Liabilities	25.57	23.79	7.49
2	Debt service coverage Ratio (in times)	Earnings available for debt service	Debt Service	-	98.74	(100.00)
3	Return on Equity (ROE) (in %)	Net Profits after taxes	Shareholder's Equity	0.17%	2.05%	-91.68%
4	Inventory Turnover Ratio (in times)	Sales	Average Inventory	-	8.21	(100.00)
5	Trade Receivables turnover Ratio (in times)	Net credit sales	Average Trade Receivable	-	13.29	(100.00)
6	Trade payables turnover Ratio (in times)	Net Credit Purchases	Average Trade Payables	-	1.68	(100.00)
7	Net Capital turnover Ratio (in times)	Net sales	Working capital	0.22	0.82	(72.70)
8	Net profit Ratio (in %)	Net Profit	Net Sales	4.48%	12.97%	-65.47%
9	Return on capital employed	Earning before interest and taxes	Capital Employed	0.00	0.03	(92.39)

**Reason for variance (if above 25%)**

1. The variation in Debt service Coverage Ratio is above 25% because there is no outstanding debt during the year.
2. The variation in Return on Equity is above 25% because the profits of the company has been reduced in comparision with the FY 2023-24.
3. Variance in Inventory Turnover ratio is because neither the company has purchased any stock nor it has sold any stock during the FY 2024-25.
4. Variance in Trade Receivable Turnover ratio is because neither the company has purchased any stock nor it has sold any stock during the FY 2024-25.
5. Variance in Trade Payables Turnover ratio is because neither the company has purchased any stock nor it has sold any stock during the FY 2024-25.
6. Capital turnover ratio has decreased as compared to previous year due to decrease in working capital.
7. The variation in Net Profit Ratio is above 25% because the profits of the company has been reduced in comparision with the FY 2023-24.
8. The variation in Return on Capital employed is above 25% because the profits of the company has been reduced in comparision with the FY 2023-24.



**28. Additional information to the financial statement and disclosure under Indian Accounting standards and Companies Act, 2013:**

**28.1 Share application money pending allotment**

The company has not received any share application money which is pending for allotment.

**28.2 Contingent liabilities and commitments (to the extent not provided for)**

<b>Contingent liabilities</b>	<b>As At 31.03.2025</b>	<b>As At 31.03.2024</b>
(a) Claims against the Company not acknowledged as debt #		
(b) Guarantees	-	-
(c) Other money for which the Company is contingently liable	-	-
<b>Commitments</b>	<b>As at 31.03.2025</b>	<b>As At 31.03.2024</b>
(a) Estimated number of contracts remaining to be executed on capital account and not provided for		
Tangible assets	-	-
Intangible assets	-	-
(b) Uncalled liability on shares and other investments partly paid	-	-
(c) Other commitments (specify nature)	-	-

**28.3 Disclosure as per the Listing Agreements with the Stock Exchanges/SEBI (LODR), 2015**

Loans and advances in the nature of loans given to subsidiaries, associates and investment in shares of the Company of such parties are nil.

**28.4 Details on derivatives instruments and unhedged foreign currency exposures**

The derivative transaction was done under normal course of business. There were no foreign currency dealings & exposures.

**28.5 Value of imports calculated on CIF basis**

Not applicable to the company.

**28.6 Expenditure in foreign currency**

No foreign currency expenditure was incurred by the company during the Financial Year.

**28.7 Details of consumption of imported and indigenous items**

Not applicable to the company because it is not engaged in manufacturing activities.

**28.8 Earnings in foreign exchange**

There were no earnings in foreign exchange.

**28.9 Amounts remitted in foreign currency during the year on account of dividend**

Not Applicable to the company.

**28.10 Details of contract revenue and costs**

The company is RBI approved NBFC, and all revenues & expenses are accounted for on an accrual basis. There were no construction-related contracts.

**28.11 Details of government grants**

The Company has not received any government grant either in the year ended 31.3.2025 or in the year ended 31.3.2024.

**28.12 Details of amalgamations**

The company has neither floated/approved any scheme of amalgamations nor participated in any such scheme.

**28.13 Employee benefit plans**

As per terms of employment, the employees are not entitled to any other benefit e.g. PF, Gratuity, Pension, etc. except the annual salary and ex-gratia allowance paid for their work.

**28.14 Details of borrowing costs capitalized**

There were no such borrowings either in the year ended 31.3.2025 nor in the year ended 31.3.2024.

**28.15 Segment information**

The segment wise information for Income & Profits is as under but considering nature of business it is not possible to segregate assets segment wise-

**(Figures in Thousand)**

<b>PARTICULARS</b>	<b>For the year ended 31 March, 2025</b>	<b>For the year ended 31 March, 2024</b>
<b>Segment Revenue (Sales/Income)</b>		
Share Account	00.00	4069.79
Future Option Income	173.45	1867.74
Commission Income/Professional Income/Other Income	6.27	-
Interest Account	5,981.87	5052.79
Net gain on sale of Current or Long-Term Investments	-	-
Dividend	0.16	0.97
<b>Total Income from Operations</b>	<b>6161.75</b>	<b>10991.3</b>
<b>Segment Results (Profit before Tax and Interest)</b>		
Share Account	-	849.52
Future Option Trading	172.16	-59.21

Commission Income/Professional Income/Other Income	6.27	-
Interest Account	5,981.87	5052.79
Net gain on sale of Current or Long-Term Investments	-	-
Dividend	0.16	0.97
<b>A. Total</b>	<b>6160.49</b>	<b>5844.08</b>
<b>B. Less: i) Interest</b>	<b>-</b>	<b>19.55</b>
ii) Other Un-allocable Expenses	5791.67	3938.94
<b>C. Total Profit before tax (A-B)</b>	<b>368.82</b>	<b>1885.59</b>
<b>D. Tax Expenses including Deferred Tax</b>	<b>(93.00)</b>	<b>(459.81)</b>
<b>E. Net Profit after tax (C-D)</b>	<b>275.82</b>	<b>1425.78</b>

**28.16 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on “Related Party Disclosures” notified under the Companies (Indian Accounting Standard) Rules, 2015**

**A. Details of related parties:**

**i. Key Management Personnel (KMP)**

Description of relationship	Names of related parties
Director	Divya Malini Gupta
Managing Director	Saroj Gupta
Company Secretary and Compliance Officer	Mrs. Khushambi Singhal

**ii. Other Related Parties**

Description of relationship	Name of related parties
Mrs. Divya Malini Gupta are common directors	Divas Construction Co Private Limited
Private Company in which Director or his relative is director	Prrsaar Sampada Pvt. Ltd
Relative of the Director	Rajan Gupta

Note: Related parties have been identified by the Management.

**a. Details of related party transactions during the year ended 31 March, 2025 and balances outstanding as at 31 March, 2025:**

**(Figures in Thousand)**

Party Name	Nature of Transactions	Relationship	2024-25	2023-24
Divas Construction Co Private Limited	<b><u>Payments</u></b>	Mrs. Divya Malini Gupta are common director		
	01. Rent for Office Accommodation paid		-	90.00
	02. Electricity Expense		-	27.36

	<b><u>Balances outstanding at the end of the year</u></b>			
	Other Financial Assets-Security Deposit		70.00	70.00
	Other Payables		190.62	75.74
Prsraar Sampada Pvt. Ltd.	<b><u>Payments</u></b>			
	01. Other Financial Asset	Private Company in which Director or his relative is director	23200.00	-
	<b><u>Balances outstanding at the end of the year</u></b>			
	Other Financial Assets		18,372.85	-
Rajan Gupta	<b><u>Payments</u></b>			
	01. Other Payables	Relative of the Director	310.80	-
	<b><u>Balances outstanding at the end of the year</u></b>			
	Other Payables		504.93	-
Khushambi Singhal	<b><u>Payments</u></b>			
	01. Salary Paid	Key Managerial Personnel (Company Secretary)	432.60	175.00
	<b><u>Balances outstanding at the end of the year</u></b>			
	Salary Payable		77.75	35.00
Saroj Gupta	<b><u>Payments</u></b>			
	01. Salary Paid	Key Managerial Personnel (CFO)	400.00	-

	<b><u>Balances outstanding at the end of the year</u></b>			
	<u>Salary Payable</u>		80.00	-

#### 28.17 **Details of leasing arrangements**

There were no lease agreements neither in the year ended 31.3.2025 nor in the year ended 31.3.2024.

#### 28.18 **Earnings per share**

**(Figures in Thousand)**

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
<u>Continuing operations/Total Operations</u>		
Net profit / (loss) for the year from continuing operations	275.66	1425.78
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	275.66	1425.78
Weighted average number of equity shares	6117	5,312
Par value per share	10	10
Earnings per share from continuing operations - Basic	<b>0.05</b>	<b>0.27</b>

#### 28.19 **Deferred Tax**

**(Figures in Thousand)**

Particulars	As at 31 March, 2025	As at 31 March, 2024
<b>Deferred tax (liability) / asset (AS-22)</b>		
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of fixed assets	-	-
On expenditure deferred in the books but allowable for tax purposes	-	-
On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss	-	-
Others	-	-
<b>Tax effect of items constituting deferred tax liability</b>		
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	-	-
Provision for doubtful debts / advances	-	-
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	-	-
On difference between book balance and tax balance of fixed assets	-4.81	-5.00

Unabsorbed depreciation carried forward	8.54	9.00
Current & brought forward business losses	198.38	291.10
<b>Tax effect of items constituting deferred tax assets</b>	<b>202.11</b>	<b>295.10</b>
<b>Net deferred tax (liability) / asset</b>	<b>202.11</b>	<b>295.10</b>

The Company has recognized deferred tax on difference in value of fixed assets as per Income Tax Laws and as per Companies Act.

**28.20 Discontinuing operations**

The company has not discontinued any operations which it was carrying on in past as per its main business objects.

**28.21 Details of research and development expenditure recognized as an expense**

No specific expenditure has been incurred on research & development considering nature of business of the company. The company is mainly engaged in financial activities as NBFC and keeps incurring expenditure to upgrade technology from time to time.

**28.22 Interest in joint ventures**

The company has no interest, right and sharing in any joint venture project.

**28.23 Details of provisions**

The Company has not made any provision for any contractual obligations and disputed liabilities because no such obligation or liability was pending at year end.

**28.24 Employee Stock Option Scheme**

The company has never issued any ESOP and therefore, no disclosure is required to be made in this connection.

**28.25 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006**

There are no Micro and Small-Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2024 as per the information of parties or organizations under Micro, Small and Medium Enterprises (MSME) is available with the company. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

**28.26 The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Company, same are not covered:**

- a. The Company has not traded or invested in crypto currency or virtual currency during the financial year
- b. No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- c. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority

- d. No satisfaction of charges is pending to be filed with ROC
- e. There are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- f. The Company has performed an assessment to identify transactions with struck off companies as at 31 March 2025 and no such company was identified.

#### 28.27 Note on Previous year's figures

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

#### 28.28 Tax Deducted at Source (of company)

**(Figures in Thousand)**

Particulars	As at 31 March, 2025	As at 31 March, 2024
Interest (194A)	176.89	156.77
Commission (Section 194H)	-	-
Supervisory Fee (Section 194C)	-	-
Consultancy (Section 194J)	-	-
Dividend (194)	0.02	0.10

The accompanying notes are an integral part of the standalone financial statements

**In terms of our report attached.**  
**For Vinod Kumar Gupta & Associates**  
**Chartered Accountants**  
**FIRM'S REGISTRATION NO. 002377C**

**For and on behalf of the Board of Directors**

**CA. NIKHIL GUPTA**  
**PARTNER**  
**M.N. 403014**

**BAKSHISH GUPTA**  
**(Director)**  
**DIN - 09466909**

**SAROJ GUPTA**  
**(Managing Director)**  
**DIN - 07793920**

**ICAI UDIN: 25403014BMJLGJ3028**

**Date: 07.06.2025**  
**Place: Delhi**

**CS. KHUSHAMBI SINGHAL**  
**(Company Secretary)**  
**Membership No. 71921**

**PRADEEP KUMAR MISHRA**  
**(CFO)**  
**PAN: ADGPM5206P**

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